

**REDACTED VERSION  
OF DOCUMENT  
SOUGHT TO BE SEALED**

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**UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN JOSE DIVISION**

RICK WOODS, Individually and On Behalf of  
All Others Similarly Situated,

Plaintiff,

v.

GOOGLE INC.,

Defendant.

Case No. 5:11-cv-1263-EJD

**PLAINTIFF'S MOTION FOR  
SANCTIONS FOR VIOLATING  
COURT ORDER**

**Hearing Date: July 22, 2014**

**Time: 10:00 a.m.**

**Before: Honorable Howard R. Lloyd**

Pursuant to Federal Rule of Civil Procedure 37, Plaintiff Rick Woods hereby moves for sanctions against Defendant Google, Inc. for violating this Court's Interim Order on DDJR#1 and DDJR#2, Dkt. No. 147 (the "Order"). This Motion is set for hearing at 10:00 a.m., July 22, 2014.

On March 28, 2014, the Court entered the Order concerning several ongoing discovery disputes between the parties. In disregard of the terms and spirit of the Order, Google failed to provide or obscured from Plaintiff the following items required by the Order: (1) "descriptions

1 of the log files and database tables;” and (2) “data from log files relating to the clicks (and  
2 related impressions) alleged in ¶ 120 of the complaint.” Order at 5. The Court should sanction  
3 Google for these violations and for Google’s continuing disregard of its discovery obligations.

#### 4 **I. FACTUAL BACKGROUND**

##### 5 **A. Google’s Unsupported Objections to Plaintiff’s Requests for Documents** 6 **Concerning Click Data**

7 This dispute originated with Google’s objections to Plaintiff’s requests for production of  
8 data concerning the “clicks” at issue in this case. Plaintiff alleges Google overcharged him and  
9 the putative class for failing to “Smart Price” certain clicks on the Display Network. Plaintiff  
10 also alleges Google improperly charged him for clicks it failed to “Location Target” because the  
11 clicks came from users outside the geographic areas in which Plaintiff specified his ads should  
12 only appear. To support his allegations, Plaintiff requested data from Google concerning such  
13 clicks to determine, *inter alia*, which clicks were not properly Smart Priced and/or Location  
14 Targeted, the costs of those clicks, the amount of the harm, and the information needed to  
15 establish class-wide liability and harm. *See* Pate Decl., Exhibit A at Requests 3 and 9; Exhibit B  
16 at Requests 7, 12, 22–24, and 37. Google objected, claiming, *inter alia*, the requests would  
17 create an undue burden. *See* Pate Decl., Exhibit A at Objections to Requests 3 and 9; Exhibit B  
18 at Objections to Requests 7, 12, 22–24, and 37. As detailed below, in contravention of the open  
19 discovery system provided by the Federal Rules of Civil Procedure, since Plaintiff served his  
20 initial requests in this case, Google has relentlessly guarded both the nature and contents of the  
21 substantial click data it possesses.

##### 24 **B. Google Did Not Confer in Good Faith and Attempted to Deceive Plaintiff** 25 **About Its data, Necessitating Discovery Dispute Joint Report #1**

26 Initially, Google claimed it would meet and confer with Plaintiff “regarding the scope  
27 and nature of reports to be generated from [its] database.” *See id.* Based on this representation,  
28 Plaintiff assumed (incorrectly) that Google intended to confer in good faith to resolve Google’s

1 objections and narrow the data to be produced. Following agreement on an ESI Protocol for this  
2 case, Plaintiff repeatedly requested through emails, letters, and conference calls that Google  
3 describe the data it possesses (including lists of the fields), as Plaintiff had no way to  
4 meaningfully discuss narrowing a data request without information about the data Google has in  
5 its possession. *See, e.g.*, Pate Decl., Exhibit C at 1; Exhibit D at 2; Exhibit E at 4; Exhibit F at 7;  
6 Exhibit G at 1-2; Exhibit H at 1; Exhibit I at 1-2; Exhibit J at 1; Exhibit K at 2. In response,  
7 Google simply delayed, representing it would—at some future point—discuss further and  
8 ultimately provided only sample reports with incomplete or broken data.

10 After several months of Google repeatedly claiming it would provide descriptions of its  
11 data, Google identified two areas in which it stores data (“log files” and “database tables”).  
12 Specifically, Google’s counsel provided two letters on June 28 and July 10, 2013, purportedly  
13 listing all “[t]he fields that may contain relevant data and general descriptions” for Smart Pricing  
14 and Location Targeting database tables. Pate Decl., Exhibits L-M. However, Google did not  
15 provide any data for the fields it had identified in the letters. Furthermore, Google did not  
16 provide **any** information about what data is available in the log files. Finally, Google’s counsel  
17 stated: “Google is unaware of additional reports that it could run regarding Mr. Woods’...  
18 transactions that are not available to Mr. Woods.” *Id.* As shown below, this statement was, and  
19 is, patently false.

21 As set forth in Discovery Dispute Joint Report No. 1, Google’s document production  
22 confirmed the massive amount of relevant click data Google was hiding from Plaintiff in a  
23 concentrated effort to avoid revealing the severity of the harm Google caused to Plaintiff and the  
24 putative class. *See* DDJR #1 at 5-6, Dkt. 149. For example, two critical issues in this case are:  
25 (1) whether Google applied Smart Pricing to particular Display Network properties; and  
26 (2) whether Google distributed ads outside advertisers’ targeted geographic areas. Significantly,  
27 Plaintiff has discovered a secret field tracked in Google’s databases that allows Google to turn  
28

Smart Pricing on or off with the flip of a switch known as the “CanApplyClickCostMultiplier.”

See Pate Decl., Exhibit N at 44:10-23; 158:7-24. [REDACTED]

[REDACTED] See Pate Decl., Exhibit R at 1, 5. Any mention of these data fields, however, is noticeably *omitted* from Google’s letters purporting to provide all relevant fields of Smart Pricing and Location Targeting data and claiming any other relevant information is equally available to Plaintiff.<sup>1</sup> See Pate Decl., Exhibits L-M.

Google’s abusive tactics and outright lies about the data it possesses necessitated the filing of Discovery Dispute Joint Report No. 1. That report resulted in this Court’s March 28, 2014 Order. The Court ordered Google to provide the following within 14 days:

- (1) descriptions of the log files and database tables Google maintains with respect to clicks and impressions, including the fields of data contained in the log files and database tables; and
- (2) data from log files relating to the clicks (and related impressions) alleged in ¶ 120 of the complaint.

Order at 5. To date, Google has not complied with this Court’s Order.

Almost two weeks after issuance of the Order, Google claimed it could not produce the material the Court ordered produced because it constitutes proprietary “Source Code” and, therefore, made over 900 documents available for inspection under the parameters set forth in the

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<sup>1</sup> Notwithstanding Google’s counsel’s failure to inform Plaintiff of such data fields, in a recent deposition, a Google Smart Pricing engineer, Matthew Cary, testified openly about the existence of the on/off switch and its use. Specifically, Mr. Cary confirmed: it was used to turn off Smart Pricing on some 460,000 mobile properties until March 2011; during his entire experience working on Smart Pricing “there was always at least one page that had CanApplyClickCostMultiplier equals false”; and that he personally flipped this switch “many” times, probably “[h]undreds to thousands.” See Pate Decl., Exhibit N at 141:8-142:2, 232:13-20, 233:6-18. Moreover, this form of Smart Pricing exemption was given to certain special publishers for “nonengineering reasons” because “they directly negotiated contracts with [Google] and...could put conditions on the inventory that they provided.” See *id.* at 239:7-241:7. Perhaps then, it is no accident Google’s counsel chose to leave this data field out of their letter to Plaintiff, as its very existence confirms the truth of Plaintiff’s allegations.

1 Stipulated Protective Order. *See* Stipulated Protective Order, Dkt. 103, at ¶2.9. Though  
2 skeptical that a description of data could constitute “Source Code” (or comprise 900 documents),  
3 Plaintiff’s counsel nonetheless traveled halfway across the country to inspect the material on  
4 April 28, 2014 at the offices of Google’s counsel in Palo Alto, California. Google had sent  
5 Plaintiff’s counsel on a wild goose chase. Not only did the material inspected not constitute  
6 Source Code,<sup>2</sup> it was ***not what Google was ordered to provide***.<sup>3</sup> Eighteen months after the onset  
7 of discovery, Google has yet to produce the relevant click data.

## 8 **II. ARGUMENT & AUTHORITIES**

### 9 **A. Google Violated the Order Concerning Discovery Dispute Joint Report No. 1**

10 Plaintiff expected that an order from this Court would be enough to convince Google to  
11 conduct discovery in good faith. Unfortunately, Google violated both parts of the Court’s March  
12 28 Order.  
13

14 First, Google did not produce “data from log files relating to the clicks (and related  
15 impressions) alleged in ¶ 120 of the complaint.” Order at 5. Instead of the data from the log  
16 files, which Google has repeatedly described as “extremely voluminous—on the order of  
17 petabytes” (*see, e.g.*, Pate Decl., Exhibit O at 2)—Google provided a **3 x 7 inch table** (including  
18 column headings) comprising less than 5 ¼ square inches of a sheet of paper, shown below:  
19  
20  
21  
22

23 <sup>2</sup> In accordance with the Order, Plaintiff’s Motion does not request a ruling regarding the  
24 propriety of the “Source Code” designation, as he is separately “challeng[ing] the designation  
25 according to the procedures prescribed by the Stipulated Protective Order and the [Court’s]  
standing Order.” *See* Order at 6.

26 <sup>3</sup> Additionally, during the inspection, Plaintiff’s counsel determined that all 900 documents  
27 (converted .pdfs) had one of two creation and/or modification dates in June and July of 2013,  
28 which indicates Google’s counsel sat on this material for almost a year amidst this ongoing  
discovery dispute. If Google truly believed these documents were the necessary descriptions that  
would have resolved the dispute, then it should have produced them a year ago.

Date	Time	IP Address
3/6/2011	09:58:44 -0700	75.109.44.0
2/8/2011	14:17:24 -0700	166.205.8.0
1/8/2011	02:14:49 -0700	66.197.142.0
12/21/2010	10:32:21 -0700	67.142.164.0
12/9/2010	05:07:20 -0700	66.197.142.0
9/12/2010	00:55:04 - 0700	97.24.178.0

See Pate Decl., Exhibit P. As shown, this table includes nothing more than the date, time, and IP address allegedly associated with the clicks alleged in ¶ 120 of the complaint. *See id.* Despite the “petabytes” in its possession, Google provided *three* data points for the six clicks. This does not comply with the Order.

Plaintiff inquired when he would receive the rest of the data Google was ordered to produce, but received no response. *See* Pate Decl., Exhibit Q at 1. In addition to being directly relevant to Plaintiff’s Location Targeting allegations, this data would serve as an example of specific click data from Google’s log files and, therefore, inform Plaintiff of the nature and content of those log files for purposes of narrowing any Smart Pricing data request. In other words, Google’s compliance with the Order would have helped surmount several of the discovery hurdles that have plagued this case for over a year.

Second, Google has not provided *any* “descriptions of the log files” or the “fields of data contained in the log files.” *See* Order at 5. Plaintiff recently deposed a Google engineer, Matthew Cary, who described these log files as “conceptually a list of events,” tracking “[a]ll the event information, so impressions, clicks, all of the relevant data we use for processing that information.” Pate Decl., Exhibit N at 208:25-209:22. Cary further explained “each event in the log is in a format known as a protocol buffer,” and “we have in our code base a file that describes the information stored in the protocol buffers.” *See id.* However, Plaintiff’s counsel saw no such material during the inspection. Thus, Google is in violation of the Order.

Finally, any “descriptions” that did exist within the 900+ non-Source Code documents

1 appeared to relate solely to various database tables (not log files) and were provided in such a  
2 convoluted manner that obscured the relevant fields of data. Google has already demonstrated it  
3 has the ability to provide a list of fields in a reasonable manner (though their original effort  
4 omitted numerous fields). *See* Pate Decl., Exhibits L-M. Instead of complying with the Order in  
5 similar fashion and providing descriptions of its database tables, Google dumped 900+  
6 documents into a Source Code review filled with duplicative and irrelevant material for Plaintiff  
7 to sleuth the relevant nuances of Google’s “petabytes” of data. This is hardly sufficient for  
8 Plaintiff to reasonably narrow his discovery requests, as Google has requested he must do for  
9 months. Such opaque descriptions—buried in 900+ files—do not comply with the letter or spirit  
10 of the Court’s Order or the Federal Rules of Civil Procedure.

12 Despite this Court ordering Google to produce certain data to Plaintiff that would allow  
13 Plaintiff to narrow his discovery requests, Google continues to stonewall Plaintiff’s discovery  
14 efforts. Without Google being forthcoming about the data it possesses, Plaintiff is unable to  
15 narrow his requests regarding such data and to move forward with the prosecution of this case.  
16 Google should be sanctioned for its willful and continuing violation of the Court’s March 28,  
17 2014 Order.

19 **B. Google Should Be Sanctioned for Violating the Order**

20 Google’s shell games with its data and discovery obligations must stop. The Court has  
21 broad latitude under its inherent powers to issue such orders as are necessary to protect the  
22 integrity of the Court’s Order and the judicial process. *See* Fed. R. Civ. P. 37(b)(2)(A) (“If a  
23 party ... fails to obey an order to provide or permit discovery ... the court where the action is  
24 pending may issue further just orders.”). The Court should invoke that power here.

26 “[A] party’s failure to produce documents as ordered is considered sufficient prejudice to  
27 establish sanctionable conduct.” *Apple Inc. v. Samsung Elecs. Co., Ltd.*, No. 11-cv-1846, 2012  
28 WL 1413385, at \*4 (N.D. Cal. Apr. 23, 2012) (citing *Computer Task Grp., Inc. v. Brotby*, 364

1 F.3d 1112, 1116 (9th Cir. 2004)). Moreover, while a showing of bad faith is not required for an  
2 imposition of sanctions, “[i]f counsel or a party acts willfully, in bad faith, or is at fault in  
3 failing to comply with court orders, the Ninth Circuit has *encouraged* the exercise of the court’s  
4 discretion to impose sanctions.” *Apple Inc. v. Samsung Electronics Co., Ltd.*, No. 11-cv-1846,  
5 2012 WL 1595784, at \*3 (N.D. Cal. May 4, 2012) (quoting *Fjelstad v. Am. Honda Motor Co.*,  
6 762 F.2d 1334, 1341 (9th Cir. 1985)) (emphasis added). “Disobedient conduct not shown to be  
7 outside the litigant’s control meets [the] standard [for showing bad faith].” *Fair Hous. of Marin*  
8 *v. Combs*, 285 F.3d 899, 905 (9th Cir. 2002) (citing *Hyde & Drath v. Baker*, 24 F.3d 1162, 1167  
9 (9th Cir. 1994)).  
10

11 To date, Google has failed to produce the click data in the face of the Court’s order,  
12 despite knowing that such information is directly relevant here. In addition, Google has not only  
13 affirmatively mischaracterized the scope of available, relevant data but has also obfuscated the  
14 descriptions of this data and inexcusably delayed production of this information. At best,  
15 Google’s conduct demonstrates inappropriate gamesmanship. At worst, it is a bad faith violation  
16 of the rules of discovery and this Court’s Order. Irrespective, sanctions for Google’s disobedient  
17 conduct are appropriate. *See, e.g., Anheuser-Busch, Inc. v. Natural Beverage Distrib.*, 69 F.3d  
18 337, 351 (9th Cir. 1995) (discovery sanctions warranted by, *inter alia*, party’s failure to produce  
19 documents that it knew were relevant to the litigation and encompassed by discovery requests);  
20 *Guifu Li v. A Perfect Day Franchise, Inc.*, 281 F.R.D. 373, 395 (N.D. Cal. 2012) (imposing  
21 sanctions for party’s “dilatory discovery tactics” in withholding relevant documents).  
22

23 Federal Rule of Civil Procedure 37(b)(2)(A) authorizes sanctions ranging in severity  
24 from monetary to case-dispositive preclusion or terminating sanctions. Fed. R. Civ. P.  
25 37(b)(2)(A). “The selection of the particular sanction is left to the discretion of the trial court.”  
26 *Apple Inc.*, 2012 WL 1595784, at \*2. The only limitations applicable to sanctions imposed  
27 pursuant to Rule 37(b)(2) are that the sanctions be “‘just’” and be “‘specifically related to the  
28



1 particular ‘claim’ which was at issue in the order to provide discovery.” *Ins. Corp. of Ireland,*  
2 *Ltd. v. Compagnie des Bauxites de Guinee*, 456 U.S. 694, 707 (1982). Here, Plaintiff’s requested  
3 sanctions are both “just” and tailored to Google’s noncompliance. *See, e.g., Grimes v. City &*  
4 *Cnty. of San Francisco*, 951 F.2d 236, 241 (9th Cir. 1991) (“discovery sanctions may be imposed  
5 to compel compliance with an order”); *see also B.K.B. v. Maui Police Dep’t*, 276 F.3d 1091,  
6 1108 (9th Cir. 2002) (primary aspect of the court’s discretion with respect to imposition of  
7 sanctions “‘is the ability to fashion an appropriate sanction for conduct which abuses the judicial  
8 process’”).

9  
10 Further, an award of fees incurred as a result of a party’s willful misconduct is supported  
11 by Federal Rule of Civil Procedure 37(b)(2)(C), which states that in addition to the other  
12 sanctions provided for by the Rule:

13 the court must order the disobedient party, the attorney advising that party, or  
14 both to pay the reasonable expenses, including attorney’s fees, caused by the  
15 failure, unless the failure was substantially justified or other circumstances make  
an award of expenses unjust.

16 Fed. R. Civ. P. 37(b)(2)(C); *see also Matrix Motor Co. Inc. v. Toyota Motor Sales, USA, Inc.*,  
17 No. 03-cv-601, 2003 WL 22466218, at \*1 (C.D. Cal. May 8, 2003) (“[E]xcept in limited  
18 circumstances, Rule 37(b)(2) requires the court to order the noncompliant party or its attorneys,  
19 or both, to pay any reasonable fees that the opposing party incurs resulting from the disobedient  
20 party’s noncompliance . . . .”); *see also Green v. Baca*, 225 F.R.D. 612, 614-15 (C.D. Cal. 2005)  
21 (awarding fees incurred in making discovery motion necessitated by party’s failure to provide  
22 relevant information and/or documents); *Guifu Li*, 281 F.R.D. at 395 (awarding attorneys’ fees  
23 incurred for motions to compel).

### 24 25 **III. CONCLUSION**

26 Accordingly, Plaintiff respectfully requests the Court enter an order requiring Google to:

- 27  
28 1. Pay all reasonable and necessary attorney’s fees for:

- a. preparation of Discovery Dispute Joint Report No. 1 and all subsequent related filings;
- b. preparation of this motion, any reply brief, and any oral argument; and
- c. the inspection of the 900+ documents Google made available on April 28, 2014;

2. Produce at the offices of Plaintiff's counsel descriptions of the log files and database tables Google maintains with respect to clicks and impressions, including the fields of data contained in the log files and database tables (as previously ordered by the Court), in a reasonably interpretable format;
3. Produce at the offices of Plaintiff's counsel, all data from log files relating to the clicks (and related impressions) alleged in ¶ 120 of the complaint (as previously ordered by the Court);
4. Produce for deposition, at the offices of Plaintiff's counsel and at Google's sole expense within 10 days of complying with Paragraphs 2 and 3 above, a witness competent to explain the information provided thereby and to further answer questions about the Smart Pricing and Location Targeting data Google possesses in both log files and database tables, including the retention periods for such data, where such deposition should not count against the presumptive limit of depositions to which Plaintiff is entitled; and
5. Travel to the offices of Plaintiff's counsel for any future in-person meet and confer pursuant to this Court's Standing Order, and all such meetings shall occur within two weeks of a request.

For each of the reasons set forth above, and based upon the record of Google's conduct in shirking its discovery obligations, Plaintiff respectfully requests that this Motion be granted in all things.

Dated: May 14, 2014

Respectfully submitted,

/s/ Andrew G. Pate

**NIX, PATTERSON & ROACH, LLP**

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14 Facsimile: (610) 667-7056

15 *Interim Co-Class Counsel*

16 **CERTIFICATE OF SERVICE**

17 I hereby certify that on May 14, 2014, I electronically filed the foregoing with the Clerk  
18 of the Court using the CM/ECF system which will send notification of such filing to the e-mail  
19 addresses denoted on the attached Electronic Mail Notice List.

20 I certify under penalty of perjury under the laws of the United States of America that the  
21 foregoing is true and correct. Executed on May 14, 2014.

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23 /s/ Andrew G. Pate  
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8 **UNITED STATES DISTRICT COURT**  
9 **NORTHERN DISTRICT OF CALIFORNIA**  
10 **SAN JOSE DIVISION**

10 RICK WOODS, Individually and On Behalf of  
11 All Others Similarly Situated,

12 Plaintiff,

13 v.

14 GOOGLE INC.,

15 Defendant.

Case No. 5:11-cv-1263-EJD

**DECLARATION OF ANDREW G. PATE  
IN SUPPORT OF PLAINTIFF'S  
MOTION FOR SANCTIONS  
FOR VIOLATING COURT ORDER**

16 I, Andrew G. Pate, hereby declare as follows:  
17

18 1. I am a member of the Bar of the State of Texas and an attorney at the law firm of  
19 Nix Patterson & Roach, LLP, attorneys of record for Plaintiff Rick Woods in this matter. I am  
20 admitted to practice before this Court *pro hac vice*. I make this declaration of my personal and  
21 firsthand knowledge and, if called and sworn as a witness, I could and would testify competently  
22 hereto.

23 2. I submit this Declaration in support of Plaintiff's Motion for Sanctions for  
24 Violating Court Order.

25 3. Attached to this Declaration as Exhibit A is a true and correct copy of Plaintiff's  
26 First Request for Production of Documents and Defendant's Objections and Responses to  
27 Plaintiff's First Set of Requests for Production of Documents.

28 4. Attached to this Declaration as Exhibit B is a true and correct copy of Plaintiff's

1 Second Request for Production of Documents and Defendant's Objections and Responses to  
2 Plaintiff's Second Set of Requests for Production of Documents.

3 5. Attached to this Declaration as Exhibit C is, with the exception of the highlighting  
4 which was added by Interim Co-Class Counsel, a true and correct copy of an email, on which I  
5 was copied, sent by Brad Seidel, Plaintiff's counsel in this matter, to Eric Evans, Google's  
6 counsel in this matter, on February 11, 2013.

7 6. Attached to this Declaration as Exhibit D is, with the exception of the highlighting  
8 which was added by Interim Co-Class Counsel, a true and correct copy of a letter, on which I  
9 was copied, sent by Brad Seidel, Plaintiff's counsel in this matter, to Eric Evans, Google's  
10 counsel in this matter, on February 11, 2013.

11 7. Attached to this Declaration as Exhibit E is, with the exception of the highlighting  
12 which was added by Interim Co-Class Counsel, a true and correct copy of a letter sent by Brad  
13 Seidel, to Eric Evans on February 14, 2013.

14 8. Attached to this Declaration as Exhibit F is, with the exception of the highlighting  
15 which was added by Interim Co-Class Counsel, a true and correct copy of a letter sent by Brad  
16 Seidel to Eric Evans on March 3, 2013.

17 9. Attached to this Declaration as Exhibit G is, with the exception of the highlighting  
18 which was added by Interim Co-Class Counsel, a true and correct copy of an email, on which I  
19 was copied, sent by Brad Seidel to Eric Evans on April 16, 2013.

20 10. Attached to this Declaration as Exhibit H is, with the exception of the highlighting  
21 which was added by Interim Co-Class Counsel, a true and correct copy of an email, on which I  
22 was copied, sent by Brad Seidel to Eric Evans on May 7, 2013.

23 11. Attached to this Declaration as Exhibit I is, with the exception of the highlighting  
24 which was added by Interim Co-Class Counsel, a true and correct copy of a letter I sent to Eric  
25 Evans on June 6, 2013.

26 12. Attached to this Declaration as Exhibit J is, with the exception of the highlighting  
27 which was added by Interim Co-Class Counsel, a true and correct copy of a letter I sent to Eric  
28

1 Evans on June 12, 2013.

2 13. Attached to this Declaration as Exhibit K is, with the exception of the highlighting  
3 which was added by Interim Co-Class Counsel, a true and correct copy of a letter, on which I  
4 was copied, sent by Chad Ihrig, Plaintiff's counsel in this matter, to Eric Evans on June 24, 2013.

5 14. Attached to this Declaration as Exhibit L is a true and correct copy of a letter I  
6 received from Eric Evans on June 28, 2013.

7 15. Attached to this Declaration as Exhibit M is a true and correct copy of a letter I  
8 received from Eric Evans on July 10, 2013.

9 16. Attached to this Declaration as Exhibit N is, with the exception of the highlighting  
10 which was added by Interim Co-Class Counsel, a true and correct copy of excerpts from the  
11 deposition of Matthew Cary.

12 17. Attached to this Declaration as Exhibit O is, with the exception of the highlighting  
13 which was added by Interim Co-Class Counsel, a true and correct copy of a letter I received from  
14 Eric Evans on June 13, 2013.

15 18. Attached to this Declaration as Exhibit P is a true and correct copy of a letter I  
16 received from Eric Evans on April 11, 2014.

17 19. Attached to this Declaration as Exhibit Q is, with the exception of the highlighting  
18 which was added by Interim Co-Class Counsel, a true and correct copy of an email I sent to Eric  
19 Evans on April 22, 2014.

20 20. Attached to this Declaration as Exhibit R is, with the exception of the highlighting  
21 which was added by Interim Co-Class Counsel, a true and correct copy of a document produced  
22 by Google in this litigation.

23 Pursuant to 28 U.S.C. §1746, I declare under penalty of perjury that the foregoing is true  
24 and correct.

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Dated: May 14, 2014

NIX, PATTERSON & ROACH, LLP

By: /s/ Andrew G. Pate

Andrew G. Pate

*Interim Co-Class Counsel*

# **EXHIBIT A**



**KESSLER TOPAZ  
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UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN JOSE DIVISION

RICK WOODS, Individually and On Behalf  
of All Others Similarly Situated,

Plaintiff,

v.

GOOGLE INC.,

Defendant.

Case No. 11-cv-1263-EJD

**PLAINTIFF'S FIRST REQUEST FOR  
PRODUCTION OF DOCUMENTS**

PROPOUNDING PARTY: PLAINTIFF RICK WOODS  
RESPONDING PARTY: GOOGLE INC.  
SET NO.: ONE (1)

1 Pursuant to Rule 34 of the Federal Rules of Civil Procedure and the Local Rules of the  
2 United States District Court of the Northern District of California, Plaintiff Rick Woods hereby  
3 requests that Google Inc. produce all original documents responsive to these requests, including  
4 all non-identical copies, within thirty days of service hereof, at the Austin, Texas office of Nix,  
5 Patterson & Roach, LLP, or at such other location as is mutually agreed upon by counsel.

6 Pursuant to Federal Rule 34(b)(1)(C), the Responding Party shall produce all responsive  
7 electronically stored information (“ESI”) in the format set forth in Appendix A. Pursuant to  
8 Federal Rule 34(b)(2)(E)(i), Defendant shall produce all responsive documents and ESI as they  
9 are kept in the ordinary course of business or must label all responsive documents and ESI to  
10 correspond to the categories in the request. Plaintiff requests that Defendant produce all  
11 responsive documents in accordance with the production format requirements contained in  
12 Appendix A.

### 13 **DEFINITIONS**

14 Unless otherwise indicated, as used in these Requests, the following terms shall have the  
15 meanings ascribed to each:

- 16 1. “Ads” means advertisements submitted to Google by AdWords Advertisers.
  - 17 2. “AdWords Advertisers” means persons who advertise or advertised through the  
18 AdWords Program during the Relevant Period.
  - 19 3. “AdWords Program” or “AdWords” means Defendant’s AdWords online  
20 advertising program as defined in Exhibit A to the Complaint and any other similar or related  
21 online advertising program of Defendant.
  - 22 4. “AdWords Website” means the Internet website provided by Defendant to  
23 AdWords Advertisers to administer their online AdWords advertising, including Location  
24 Targeting settings related to the display of their Ads.
  - 25 5. “Any” or “all” mean each and every.
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1           6.     “Click Data” means the complete uniform resource locator (URL) of the  
2     originating website of the click, the actual price the AdWords Advertiser paid for the click, the  
3     geographic origin of the click, the Location Targeting setting in effect for the AdWords user at  
4     the time of the click, and any other data Defendant maintains or tracks concerning the click.

5           7.     “Communications” means any exchange of information by any means of  
6     transmission, including, but not limited to, transcriptions, memoranda, intra-office  
7     communications, notes of face-to-face conversations, mail, electronic messages, telegrams,  
8     overnight deliveries, transcripts or notes of telephone, facsimiles, or telexes.

9           8.     The “Complaint” means the Second Amended Class Action Complaint filed by  
10    Plaintiff in this action on September 21, 2012 in the United States District Court for the Northern  
11    District of California, San Jose Division.

12          9.     “Describe” means provide a complete explanation, including identification of any  
13    and all documents on which your description depends.

14          10.    “Document” is defined to be synonymous in meaning and equal in scope to the  
15    usage of this term in Federal Rule of Civil Procedure 34(a)(1)(A) and shall include every writing  
16    or record of every type and description in any form whatsoever and all other tangible objects.  
17    The term Document includes writings, drawings, graphs, charts, spreadsheets, photographs,  
18    communications, video and sound recordings, images, and other data or data compilations  
19    (electronic or otherwise) from which information can be obtained either directly or, if necessary,  
20    after translation by the producing party into a reasonably usable form. The term Document also  
21    includes electronically stored information (“ESI”) and transmission of ESI through Electronic  
22    Media. For illustrative purposes, examples of documents include each of the following:  
23    memorandum, file, communication, correspondence, study, report, working paper, record,  
24    recording, minutes, instruction, literature, notes, notebook, diary, calendar, data sheet, work  
25    sheet, summary, tabulation, calculation, index, picture, graphic matter, agreement, contract,  
26    arrangement, understanding, invoice, bill, web page, software, and algorithm. A draft or non-

1 identical copy or version is a separate document within the meaning of this term. A document  
2 shall be produced with any and all of the document's associated metadata.

3 11. "Electronic Media" means any magnetic, flash or other storage medium or media  
4 device used to record and/or store ESI. Electronic Media includes, but is not limited to, portable  
5 media, hard disks, floppy disks, hard drives, jump drives, thumb drives, memory sticks, flash  
6 media, CDs, DVDs, zip drives, personal digital assistance devices and handheld storage devices  
7 (e.g., Palm, Blackberry, iPhone or other "smart phones"), magnetic tapes of all types, intranet  
8 and Internet repositories of all types including web-sites, cloud or web storage, software code  
9 repositories (including code vaults or other source code storage systems), and any other vehicle  
10 for digital data storage, back-up and/or transmittal. Electronic media also includes, without  
11 limitation, memory and information storage systems associated with servers, computers,  
12 handheld storage devices, iPads, tablet computers, email systems (including those hosted by  
13 ISPs), voicemail systems, instant messaging systems, social networking systems, and fax servers.

14 12. "Electronic messages" means electronic mail, text messages, instant messages,  
15 internet messages, intranet messages, electronic bulletin board messages, blog entries, website  
16 postings of any nature, and all other methods by which messages may be transmitted by or  
17 through electronic sources.

18 13. "Google," "Defendant," the "Company," "You," or "Your" means Google Inc.,  
19 and any subsidiaries, predecessors, successors, and present and former divisions and affiliates;  
20 and each of their present or former agents, employees, directors, officers, or anyone acting or  
21 purporting to act on their behalf or under their control.

22 14. "Identify" and "Identity," when used in reference to a person, mean to give the  
23 person's full name, present or last known address, present or last known email address(es),  
24 present or last known phone number and, when referring to a natural person, the present or last  
25 known employer or business affiliation.

1           15.     “Identify” and “Identity,” when used in reference to a document, mean to give the  
2 document’s author(s), recipient(s), title, date, type, general subject matter, current location or  
3 custodian and, if produced, bates number.

4           16.     “Identify” and “Identity,” when used in reference to a communication, mean to  
5 give the full name, last known address, last known phone number, employer or business  
6 affiliation of the parties to the communication, the form of the communication, the date of the  
7 communication, the subject of the communication, and the manner(s) in which the  
8 communication was/is recorded or memorialized.

9           17.     “Including” means “including without limitation” or “including, but not limited  
10 to.”

11           18.     “Location Targeting” means the functionality provided by Google for targeting  
12 Ads to locations as described by Google in Exhibit O to the Complaint and/or any such  
13 functionality provided by Google for the placement of Ads based on an AdWords Advertiser’s  
14 selected geographic location.

15           19.     “Location Targeting Settings Screen” means the webpage or screen on the  
16 AdWords Website on which an AdWords Advertiser may set, edit, or modify its Location  
17 Targeting settings.

18           20.     “Or” or “And” should be construed as disjunctive and conjunctive to bring within  
19 the scope of these requests all documents which would otherwise be construed to be outside their  
20 scope.

21           21.     “Person(s)” means any natural person or any business, legal or governmental  
22 entity, or association and all of their officials, directors, officers, employees, representatives,  
23 attorneys, agents, and any other person acting on their behalf.

24           22.     “Plaintiff” means Plaintiff Rick Woods.

25           23.     “Relating to,” “related to,” “relate(s) to,” “concerning,” and “concern” mean all  
26 things or documents that in any way discuss, constitute, concern, refer to, are connected with,  
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1 arise from, reflect, assess, record, summarize, evaluate, or comment on the subject or object of  
2 the discovery request.

3 24. The present tense of any verb includes the simple past, past perfect, simple future,  
4 and future perfect tenses. For example, “use” includes “used,” “will use,” “had used,” and “will  
5 have used.”

6 25. The use of any word includes the plural and vice versa and the use of the  
7 masculine gender shall include the feminine and neutral genders and vice versa.

8 26. Unless a word or term has been given a specific definition herein, each word or  
9 term used herein shall be given its usual and customary dictionary definition, except where such  
10 words have a specific custom and usage definition in your trade or industry, in which case they  
11 shall be interpreted in accordance with such usual custom and usage definition of which you are  
12 aware.

### 13 INSTRUCTIONS

14 The following instructions are an integral part of these requests and apply to each of  
15 them, as well as to any other discovery requests incorporating these instructions.

16 1. Your response to each Request for Production shall include all documents or  
17 things within Your custody, possession, or control or in the custody, possession, or control of  
18 Your directors, officers, partners, members, agents, employees, subsidiaries, managing agents,  
19 affiliates, investigators, representatives, or Your attorneys or their agents, employees, assignees,  
20 representatives, or investigators.

21 2. If these Requests for Production cannot be responded to in full, respond to the  
22 extent possible, specify the reasons for your inability to produce the remainder, and state  
23 whatever information or knowledge you have concerning the unproduced portion.

24 3. Documents shall be produced as they are kept in the ordinary course of business  
25 or organized and labeled to correspond to the categories of the particular document request for  
26 those documents that were created, and if they were at any time stored digitally, then those  
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documents should be delivered as set forth in Appendix A attached hereto. For those documents that have been created digitally but executed with a hand-written signature or seal, then both the digital version and the signed paper copy should be produced.

4. Any document in its native electronic format should include any and all of the document's associated meta-data, embedded attachments, hyperlinks, and any and all other files or digital objects or links, associated to that document.

5. You should produce the original of each document described below, or if the original is unavailable, then a copy thereof, and in any event, all non-identical copies which differ from the original or from the other copies produced for any reason, including, but not limited to, the making of notes thereon.

6. All documents shall be produced in the file folder, envelope or other container in which the documents are kept or maintained. If, for any reason, the container cannot be produced, produce copies of all labels or other identifying marks.

7. Documents attached to each other should not be separated.

8. Documents not otherwise responsive to these document requests shall be produced if such documents mention, discuss, refer to, or explain the documents which are called for by this discovery request, or if such documents are attached to documents called for by this discovery request and constitute routing slips, transmittal memoranda, letters, comments, evaluations, or similar material.

9. These Requests for Production are continuing within the meaning of FRCP 26. As a result, in the event that you locate additional responsive documents after furnishing your responses to these Requests for Production, you are required to supplement your responses to these Requests for Production.

10. If any document or a portion of any document is withheld from production on the ground that its production is privileged due to attorney-client privilege, work-product rule, or other legally recognized standard preventing its disclosure to a requesting party, that portion of

1 the document need not be produced, but You shall state separately for each such document: (1)  
2 the legal and factual basis on which you claim protection against production; (2) the date of  
3 creation of the documents; (3) the nature of the document (e.g., letter, memorandum); (4) the full  
4 name, title, and employer of each author of each such document; (5) the full name, title, and  
5 employer of each addressee and named recipient of the document; (6) the full name, title, and  
6 employer of each person who to your knowledge has seen the document; and (7) the general  
7 substance of the document.

8 11. Whenever a document is not produced in full or is produced in redacted form, so  
9 indicate on the document and state with particularity the reason or reasons it is not being  
10 produced in full.

11 12. If a document responsive to these requests was at any time in Defendant's  
12 possession, custody or control but now is no longer available for production, identify such  
13 document or thing as completely as possible, including the following information: (1) an  
14 explanation of the type of document or thing it was; (2) whether the document is missing or lost;  
15 (3) whether it has been destroyed; (4) whether the document has been transferred or delivered to  
16 another person or entity and, if so, at whose request and who was it transferred to; (5) whether  
17 the document has been otherwise disposed of; (6) a precise statement of the circumstances  
18 surrounding the disposition of the document and the date of the document's disposition,  
19 including when and why it was disposed of, discarded, or destroyed; (7) the identities of all  
20 persons who know or knew of its existence and contents; and (8) the identity of the person who  
21 lost, discarded, or destroyed it.

22 13. If you object to any of the definitions or instructions applicable to these requests,  
23 state your objection in your response and clearly indicate whether you are complying with the  
24 definition or instruction notwithstanding your objection.

25 14. If you object to answering any of these Requests for Production, or withhold  
26 documents from production in response to any request, in whole or in part, state (1) your  
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1 objections and/or reasons for not responding, (2) state all factual and legal justifications that you  
2 believe support your objection or failure to answer or produce, and (3) whether you are  
3 complying with the request notwithstanding your objection.

4 15. If you object to answering only part of a Request for Production, specify the part  
5 to which you object and respond to the remainder.

6 16. If you object to any request on the ground of overbreadth, you are instructed to  
7 respond to the request as narrowed to conform to your objection.

8 17. In no event should any response be left blank. If the response to any request is,  
9 for example, “none” or “not applicable,” such statement should be written as a response.

10 18. If you encounter any ambiguity in construing a request, or the definition or  
11 instruction relevant to the request, set forth the matter deemed “ambiguous” and set forth the  
12 construction chosen or used in responding.

13 19. If you do not possess one or more of the requested documents, you should so state  
14 and describe all efforts made by you to search for the documents necessary to respond to the  
15 request.

16 20. Without limiting the definitions of “document” and “communication” contained  
17 in these requests, you are specifically instructed to search all document management systems,  
18 computer archives, and backup tapes, disks and drives for documents responsive to the following  
19 requests, and production of such documents should be made regardless of whether such  
20 documents exist in tangible or “hard” copy form. Production is also sought regardless of  
21 whether the user purported to “delete” the document or communication, if such document or  
22 communication is capable of being retrieved from archival or backup sources.

### 23 **THE RELEVANT PERIOD**

24 The “Relevant Period” shall be from April 1, 2004 to the date of response. Unless  
25 otherwise indicated, each request contained herein shall be read to include all documents and  
26 information which relate in whole or in part to the Relevant Period, or to events or circumstances  
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1 during such period, even though dated, prepared, generated, or received prior or subsequent to  
2 that period. Unless otherwise indicated, these Requests for Production are limited to the  
3 Relevant Period.

#### 4 **REQUESTS FOR PRODUCTION OF DOCUMENTS**

5 **REQUEST FOR PRODUCTION NO. 1:** All Documents concerning Plaintiff, including  
6 without limitation all communications involving, relating to, or regarding Plaintiff.

7 **REQUEST FOR PRODUCTION NO. 2:** All versions of all agreements governing AdWords  
8 Advertisers, including all versions of the AdWords Advertising Terms and Conditions, a copy of  
9 which is attached to the Complaint as Exhibit A.

10 **REQUEST FOR PRODUCTION NO. 3:** All Documents concerning Location Targeting,  
11 including, without limitation, the purpose of Location Targeting, the function of the Location  
12 Targeting feature, the source code concerning Location Targeting, default settings for Location  
13 Targeting, the data used by the Location Targeting feature, statements Google has published  
14 concerning Location Targeting, and Google's policies and practices for reviewing and/or  
15 verifying the geographic origin of clicks.

16 **REQUEST FOR PRODUCTION NO. 4:** All Documents concerning the Location Targeting  
17 Settings Screen (a version of which is displayed in Exhibit N to the Complaint), including,  
18 without limitation, Documents describing all information, settings, or options included or  
19 considered by You for inclusion on the Location Targeting Settings Screen (or by link from the  
20 Location Targeting Settings Screen) and all versions or variations of the Location Targeting  
21 Settings Screen.

22 **REQUEST FOR PRODUCTION NO. 5:** All Documents concerning the information Google  
23 reports to AdWords Advertisers related to the geographic origin of clicks, including the  
24 geographic origin of clicks as reported in AdWords Advertisers' accounts.

25 **REQUEST FOR PRODUCTION NO. 6:** All Documents concerning Exhibit 1 (attached  
26 hereto) and the subject matter of Exhibit 1, including, without limitation, all "requests" discussed  
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1 in Exhibit 1.

2 **REQUEST FOR PRODUCTION NO. 7:** All Documents concerning refunds demanded by  
3 AdWords Advertisers related to Location Targeting.

4 **REQUEST FOR PRODUCTION NO. 8:** Documents identifying all AdWords Advertisers  
5 who used the Location Targeting feature (including the identification of the location(s) selected)  
6 but received one or more clicks originating from a geographic location outside the selected  
7 Location Targeting area.

8 **REQUEST FOR PRODUCTION NO. 9:** All Documents, including Click Data, Location  
9 Targeting settings, and billing statements, for all AdWords Advertisers who used the Location  
10 Targeting feature.

11 **REQUEST FOR PRODUCTION NO. 10:** All Documents concerning the fees, revenues and/or  
12 other amounts charged and earned by Google for clicks originating from users located outside of  
13 the geographic locations specified by AdWords Advertisers.

14 **REQUEST FOR PRODUCTION NO. 11:** All Documents and/or correspondence between  
15 Google and AdWords Advertisers concerning Location Targeting or billing for clicks outside the  
16 selected Location Targeting area.

17  
18 DATED: October 5, 2012

Respectfully submitted,

19 */s/ Andrew G. Pate*

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17 *Interim Co-Class Counsel*

## CERTIFICATE OF SERVICE

I hereby certify that on October 5, 2012, a true and correct copy of the foregoing document was served via electronic mail and first class mail upon all counsel of record.

/s/ Andrew G. Pate

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9 **UNITED STATES DISTRICT COURT**  
10 **NORTHERN DISTRICT OF CALIFORNIA**  
11 **SAN JOSE DIVISION**

12 RICKS WOODS, Individually and On Behalf  
13 of All Others Similarly Situated,

14 Plaintiff,

15 v.

16 GOOGLE INC.,

17 Defendant.  
18

Case No. 11-cv-1263-EJD

**GOOGLE INC.'S SUPPLEMENTAL  
AND AMENDED OBJECTIONS AND  
RESPONSES TO PLAINTIFF'S FIRST  
SET OF REQUESTS FOR  
PRODUCTION OF DOCUMENTS**

19 Pursuant to Federal Rules of Civil Procedure 26 and 34, Defendant Google Inc.  
20 ("Google"), by and through its counsel of record, hereby objects and responds to Plaintiffs' First  
21 Set of Requests for Production of Documents ("Requests") as follows.

22 **GENERAL OBJECTIONS**

23 1. Google objects to the Instructions, Definitions, and Requests to the extent that  
24 they seek to impose on Google any obligations exceeding or differing from the requirements of  
25 the Federal Rules of Civil Procedure, the Local Rules and any orders of the presiding Court, or  
26 other applicable law. Google will comply with its obligations under the Rules and the law,  
27 which Plaintiffs have no authority to increase or alter.  
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1           2.       Google objects to the Instructions, Definitions, and Requests to the extent that  
2 they seek information that was prepared in anticipation of litigation, constitute attorney work  
3 product, disclose mental impressions, conclusions, opinions or legal theories of any attorney for  
4 or other representative of Google, contain privileged attorney-client communications, or are  
5 otherwise protected from disclosure by any other privileges, laws, or rules. Google shall not  
6 produce such material in response to Plaintiffs' Requests. Any disclosure of such protected or  
7 privileged information is inadvertent and shall not be construed as a waiver of any applicable  
8 privileges or protections. Google reserves the right to correct the record with regard to any such  
9 inadvertent disclosure. Communications between and among Google's in-house counsel and  
10 outside attorneys, and between Google and its counsel, related to the instant litigation or any  
11 government investigation, are clearly subject to attorney-client privilege and/or the work product  
12 doctrine and not responsive to discovery regarding the claims at issue, and therefore will not be  
13 disclosed on any privilege log. ~~Documents for which privileged information has been redacted~~  
14 ~~but an unredacted email header sufficiently identifies the subject matter of the material withheld~~  
15 ~~and the basis for the privilege need not be logged. In such cases, the unredacted email header~~  
16 ~~does not operate as a waiver of any privilege or immunity that might attach to that document.~~

17           **Amendment of General Objection 2:**

18           *To the extent that Google withholds documents it understands to be responsive to a*  
19 *particular request on the basis of an objection stated in General Objection 2, it will do so*  
20 *based only on its specific objections and responses to that request. Further, Google will*  
21 *include information regarding privileged information that has been redacted in its*  
22 *privilege logs.*

23           3.       Google further objects to these Requests to the extent they seek information  
24 regarding Google's activities or employees located outside of the United States as overbroad,  
25 unduly burdensome and outside the scope of information reasonably calculated to lead to the  
26 discovery of admissible evidence.

1           4.       Google further objects to the extent the Requests seek a complete and exhaustive  
2 response or explanation regarding any issue in this litigation, before discovery has been  
3 completed. Any responses Google makes to any proper discovery requests by Plaintiffs will  
4 remain at all times subject to additional or different information that discovery or further  
5 investigation, analysis, or recollection may disclose. Accordingly, Google will at all times  
6 reserve the right to amend or supplement its objections and responses.

7           5.       Google reserves the right to make any use of, or to introduce at any hearing or  
8 trial, information that is responsive to Plaintiffs' requests, but reviewed, discovered, or  
9 discovered to be relevant subsequent to Google's responses herein.

10          6.       Google reserves the right to object on any ground at any time to such other or  
11 supplemental discovery requests as Plaintiffs may propound involving or relating to the same  
12 subject matter of these Requests.

13          7.       The responses below shall not be construed as an admission as to the relevance or  
14 admissibility of any statement or characterization contained in any request. Google reserves all  
15 objections, including without limitation objections as to competency, relevance, materiality,  
16 privilege, authenticity, or admissibility.

17          8.       The responses below shall not be construed as an admission of or agreement with  
18 any implication, statement, characterization or conclusions implied or stated in any instruction,  
19 definition, or request.

20          9.       The term "will produce" as used in these responses means that, subject to the  
21 general and specific objections set forth herein, Google will produce documents of the types or  
22 categories described to the extent that such documents exist and are within Google's possession,  
23 custody and/or control. Google's statement that it "will produce" documents, or other response  
24 to the Requests below, should not be construed as a statement or concession that responsive  
25 documents in fact exist.

26          10.       To the extent that pleadings and/or papers filed or served in this action are  
27 responsive to these Requests and without waiving the right to rely on any such documents for  
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1 any purposes in this action, Google will not separately produce pleadings and/or papers filed or  
2 served in this action in response to discovery requests.

3 11. Google reserves all of its rights under the Federal Rules of Civil Procedure, and  
4 any other applicable law or court rule. Google further reserves the right to make future motions  
5 and objections relating to the Requests at any subsequent stage of this action, including, but not  
6 limited to, the right to object to the use of any responses, or the subject matter thereof, on any  
7 ground (including materiality and relevance) in any proceeding in any action. Google's  
8 responses are made based on its understanding and interpretation of each request. Google  
9 reserves the right to supplement or amend its objections and responses should Plaintiffs  
10 subsequently put forth an interpretation of any request that differs from that being used by  
11 Google for these responses.

12 12. Google's written responses and document productions will be made pursuant to  
13 the terms of the Protective Order that will be entered in this matter. Google's decision, now or in  
14 the future, to provide materials in response to the Requests is not and should not be construed as  
15 (a) a waiver of Google's general objections or the objections asserted in response to specific  
16 Requests, (b) a stipulation that the material is relevant, properly requested, admissible at trial, or  
17 that responsive documents exist, or (c) an agreement that requests for similar information will be  
18 treated in a similar manner.

19 13. Google has not completed (a) its investigation of the facts relating to this case,  
20 (b) its discovery in this action, or (c) its preparation for trial. Thus, the following responses are  
21 based upon the information known at this time and are given without prejudice to Google's right  
22 to supplement its responses with any subsequently discovered or inadvertently omitted  
23 information. These responses do not preclude Google from later relying on facts or documents  
24 discovered or generated pursuant to further investigation or discovery which may be conducted  
25 after the date of these responses.

26 14. Google objects to the Instructions, Definitions, and Requests to the extent that  
27 they seek documents constituting or containing confidential or proprietary information, trade  
28

1 secrets, intellectual property, or commercially sensitive information. To the extent that any such  
2 documents may be produced, the production will occur only pursuant to the Protective Order  
3 entered in this matter and only to the extent Google can do so consistent with its legal,  
4 contractual and other confidentiality obligations.

5 15. Google objects to the Instructions, Definitions, and Requests to the extent that  
6 they seek information protected from discovery by any right to privacy or any other applicable  
7 privilege, including the right to privacy of third parties, or by Google's obligations under  
8 applicable law to protect such confidential information. To the extent that any such documents  
9 may be produced, the production will occur only pursuant to the Protective Order entered in this  
10 matter and only to the extent Google can do so consistent with its legal and confidentiality  
11 obligations.

12 16. Google objects to the Instructions, Definitions, and Requests to the extent they  
13 seek documents constituting or containing information protected from disclosure by any statute,  
14 rule, or regulation. Google will provide such material in response only to the extent it can do so  
15 consistent with its legal obligations.

16 17. Google objects to the Instructions, Definitions, and Requests to the extent that  
17 they seek documents or information (1) not currently in Google's possession, custody, or control,  
18 or (2) that Google cannot locate after a reasonably diligent search. Google also objects to the  
19 Instructions, Definitions, and Requests to the extent they seek in any other way to subject Google  
20 to unreasonable and undue annoyance, oppression, burden, and expense; and/or seek to impose  
21 upon Google an obligation to investigate or discover information or materials from sources  
22 equally accessible to Plaintiffs.

23 18. Google objects to the Instructions, Definitions, and Requests to the extent they  
24 seek information readily available through public sources or records, on the grounds that such  
25 Requests unreasonably subject Google to undue burden and expense.

26 19. Google objects to the Instructions, Definitions, and Requests as overbroad, unduly  
27 burdensome, cumulative and duplicative to the extent that they seek the production of "all" and  
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1 “any” documents of a specified type or nature. Google also objects to the Instructions,  
2 Definitions, and Requests as overbroad, vague and ambiguous, and not reasonably calculated to  
3 lead to the discovery of admissible evidence, to the extent that they seek information regarding  
4 “any” or “all” persons, entities, objects or events.

5 20. Google objects to the Instructions, Definitions, and Requests to the extent they  
6 require Google to provide Plaintiffs with direct access to Google’s computer systems or  
7 hardware.

8 21. Google objects to the Instructions, Definitions, and Requests to the extent that  
9 they seek to restrict the facts, witnesses, and evidence on which Google may rely on at trial. By  
10 responding and objecting to these Requests, Google does not intend to, and does not, limit the  
11 evidence on which it may rely to support its contentions and defenses at trial, or to rebut or  
12 impeach contentions, assertions, and evidence presented by Plaintiffs. Furthermore, Google  
13 reserves the right to supplement or amend its responses and objections.

14 22. Google objects to each Request to the extent that it calls for a legal conclusion.

15 23. Google objects to the Definitions and Instructions to the extent they purport to  
16 enlarge, expand, or alter in any way the plain meaning and scope of any specific term or specific  
17 Request on the ground that such enlargement, expansion, or alteration renders the term or  
18 Request vague, ambiguous, unintelligible, overbroad, unduly burdensome, and/or uncertain.

19 24. Google objects to Definition #7, and to the term “Communications,” on the  
20 grounds that the definition is overbroad, vague and ambiguous.

21 25. Google objects to Definition #10, and to the terms “Document,” “copies” and  
22 “drafts” used in that definition on the grounds that the definition is overbroad, vague and  
23 ambiguous and to the extent it extends beyond the meaning of that term as used in Rule 34 of the  
24 Federal Rules of Civil Procedure. Google reserves all rights to assert further objections to this  
25 definition and the scope of Plaintiffs’ Requests.

26 26. Google objects to Definition #11 and to the term “Electronic Media,” on the  
27 grounds that the definition is overbroad, vague and ambiguous and to the extent it extends  
28

beyond the meaning of that term as used in Rule 34 of the Federal Rules of Civil Procedure. Google further objects to the Instructions, Definitions, and Requests to the extent they seek electronically stored information that is not reasonably accessible by Google because of undue burden or cost. Google will provide responsive ESI pursuant to the terms of a Stipulation Regarding Production Format of Electronically Stored Information (“Format Stipulation”) and any additional agreements regarding the scope of preservation and collection of ESI that may be agreed upon by the parties in this matter.

27. Google objects to Definitions #11 and 12 and to the terms “Electronic Media” and “Electronic messages” used in those definitions to the extent that they purport to seek electronically stored information from sources that are not reasonably accessible because of undue burden or cost, including, without limitation:

- (a) Voicemail messages;
- (b) Instant messages;
- (c) Random access memory;
- (d) Floppy disks;
- (e) Zip disks;
- (f) Bernoulli disks;
- (g) Magnetic tape;
- (h) Video and sound recordings, including, without limitation, .wmv, .mpg, .mp3 and .wav files;
- (i) Information stored in unallocated space in file systems on magnetic media;
- (j) Information from handsets, mobile devices, and tablets;
- (k) Instant messaging communications;
- (l) Information stored on third-party social networking platforms;
- (m) Dynamic fields of databases or log files that are not retained in the usual course of business;

- 1 (n) Drafts of documents and/or email messages generated by automated processes  
2 (“auto-saves”);  
3 (o) Backup systems;  
4 (p) Legacy systems; and  
5 (q) Information created or copied during the routine, good-faith performance of  
6 processes for the deployment, maintenance, retirement, and disposition of  
7 computer equipment.

8 **Amendment to General Objection No. 27:**

9 *To the extent that anything in this General Objection No. 27 conflicts with any provision*  
10 *of the parties’ Stipulated Order re: Discovery of Electronically Stored Information for*  
11 *Standard Litigation, that Stipulated Order controls.*

12 28. Google objects to Definition #10, and to the term “meeting,” on the grounds that  
13 the definition is overbroad, vague and ambiguous.

14 29. Google objects to the Definition #13 and to the terms “subsidiary,” “affiliate,” and  
15 “joint venture” used in that definition on the ground that the definition is overbroad, vague and  
16 ambiguous and to the extent it seeks information that is not currently in the possession, custody,  
17 or control of Google and/or not reasonably calculated to lead to the discovery of admissible  
18 evidence.

19 30. Google objects to Definition #13, Instruction # 3, and to the terms “You” and  
20 “Your” used in that definition to the extent the definition improperly expands the scope of  
21 discovery by seeking information and documents that are not currently in the possession,  
22 custody, or control of Google. Google interprets “your company” to mean Google Inc., and  
23 responds on behalf of itself and no other person or entity. Google also objects to this definition  
24 to the extent it purports to include Google’s outside counsel or any third parties, and to the extent  
25 the definition purports to include “agents,” “employees,” or “anyone acting or purporting to act  
26 on their behalf or under their control,” because those terms are vague, ambiguous and overbroad.  
27 Google’s responses are limited to current and former employees of Google, Inc.

1           31. Google objects to these Requests to the extent they seek information and  
2 documents without defining a relevant time period as overbroad as to time, unduly burdensome  
3 and not reasonably calculated to lead to the discovery of admissible evidence. Google will limit  
4 its responses to the time period of April 1, 2004 to March 15, 2011.

5           32. Google objects to Instruction #1 and to these Requests to the extent they seek “all  
6 documents” related to particular subject matter to the extent that this renders them overbroad,  
7 unduly burdensome and not reasonably calculated to lead to the discovery of admissible  
8 evidence. Google will interpret Requests seeking “all documents” or “any documents” as  
9 seeking those documents and that information that Google is able to locate using reasonable  
10 diligence and judgment and without incurring undue burden and expense.

11           33. Google objects to Instructions #3, 4, 5, 6, 7, 8, 12, and 20 and to Appendix A to  
12 the extent they purport to impose duties on Google exceeding or differing from the requirements  
13 of the Federal Rules of Civil Procedure, the Local Rules and any orders of the presiding Court,  
14 or other applicable law. Google further objects to Plaintiff’s Instructions, Definitions, and  
15 Requests, including Appendix A, to the extent they seek electronically stored information that is  
16 not reasonably accessible by Google because of undue burden or cost. Google will provide  
17 responsive ESI pursuant to the terms of a Format Stipulation and any additional agreements  
18 regarding the scope of preservation and collection of ESI that may be agreed upon by the parties  
19 in this matter.

20           34. Google objects to Instruction #9 and the Plaintiff’s description of the “Relevant  
21 Period” to the extent they are overbroad as to time, unduly burdensome and not reasonably  
22 calculated to lead to the discovery of admissible evidence. Google will limit its responses to the  
23 time period of April 1, 2004 to March 15, 2011.

24           35. Google objects to Instructions #9 and 10 and Appendix A §§ 3.i and 3.j because  
25 they are unduly burdensome to the extent they purport to impose duties on Google that exceed  
26 the requirements set forth in Rule 26 of the Federal Rules of Civil Procedure; to the extent they  
27 request information beyond that necessary to establish Google’s claim of privilege; and to the  
28

1 extent they request information protected by the attorney-client privilege, the work product  
2 doctrine, or any other applicable privilege or doctrine.

3 36. Google objects to Instruction #12 as overbroad and unduly burdensome, as not  
4 reasonably calculated to lead to the discovery of admissible evidence, and as seeking to impose  
5 obligations beyond those established by the Federal Rules of Civil Procedure.

6 37. Google further objects to these Requests on the grounds that they are overbroad,  
7 and seek information that is neither relevant to any party's claim or defense in this litigation, nor  
8 reasonably calculated to lead to the discovery of admissible evidence. To be discoverable,  
9 information must be "relevant to any party's claim or defense" and at least "reasonably  
10 calculated to lead to the discovery of admissible evidence." Fed. R. Civ. P. 26(b)(1).

11 ~~The objections above are incorporated by reference as though fully set forth in each~~  
12 ~~response below.~~ *To the extent that Google withholds documents it understands to be responsive*  
13 *to a particular request on the basis of an objection stated in any of these general objections, it*  
14 *will do so based only on its specific objections and responses to that request.* Without waiving  
15 any of the foregoing objections, Google responds as follows:

16 **SPECIFIC OBJECTIONS AND RESPONSES**

17 **REQUEST NO. 1:**

18 All Documents concerning Plaintiff, including without limitation all communications  
19 involving, relating to, or regarding Plaintiff.

20 **RESPONSE TO REQUEST NO. 1:**

21 Google incorporates by reference its general objections stated above. In particular,  
22 Google objects to this Request to the extent it seeks information protected by the attorney-client  
23 privilege and/or work product doctrine, protected as confidential settlement communications, or  
24 otherwise protected from disclosure by any other privileges, laws, or rules. Google further  
25 objects to the extent that this Request seeks "all documents" on the grounds that it therefore (a) is  
26 overly broad, unduly burdensome, ambiguous, and vague, (b) seeks information neither relevant  
27 to any claim or defense of any party in this action nor reasonably calculated to lead to the  
28

1 discovery of admissible evidence, and (c) fails to describe with reasonable particularity each item  
2 or category of items to be inspected and/or produced as required by Fed. R. Civ. Pro.  
3 34(b)(1)(A). Google interprets the phrase “all documents” or phrases of similar import to mean  
4 those documents and that information that Google is able to locate using reasonable diligence  
5 and judgment and without incurring undue burden and expense. Google further objects to this  
6 Request to the extent it seeks information protected from discovery by any right to privacy or  
7 any other applicable privilege, including the right to privacy of third parties, or by Google’s  
8 obligations under applicable law or pursuant to contract to protect such confidential information.

9 Subject to the foregoing objections, and without waiving them, Google will produce  
10 nonprivileged documents in its possession, custody, or control that may be identified after a  
11 reasonable search and diligent inquiry in reasonably accessible sources of information, that are  
12 sufficient to show Plaintiff’s transactions and communications with Google relating to Location  
13 Targeting, to the extent that such documents exist in reasonably accessible sources.

14 **REQUEST NO. 2:**

15 All versions of all agreements governing AdWords Advertisers, including all versions of  
16 the AdWords Advertising Terms and Conditions, a copy of which is attached to the Complaint as  
17 Exhibit A.

18 **RESPONSE TO REQUEST NO. 2:**

19 Google incorporates by reference its general objections stated above. In particular,  
20 Google objects to this Request to the extent it seeks information protected by the attorney-client  
21 privilege and/or work product doctrine, protected as confidential settlement communications, or  
22 otherwise protected from disclosure by any other privileges, laws, or rules. Google further  
23 objects to the extent that this Request seeks “all documents” on the grounds that it therefore (a) is  
24 overly broad, unduly burdensome, ambiguous, and vague, (b) seeks information neither relevant  
25 to any claim or defense of any party in this action nor reasonably calculated to lead to the  
26 discovery of admissible evidence, and (c) fails to describe with reasonable particularity each item  
27 or category of items to be inspected and/or produced as required by Fed. R. Civ. Pro.



1 34(b)(1)(A). Google interprets the phrase “all documents” or phrases of similar import to mean  
2 those documents and that information that Google is able to locate using reasonable diligence  
3 and judgment and without incurring undue burden and expense. Google further objects to this  
4 Request to the extent it seeks information protected from discovery by any right to privacy or  
5 any other applicable privilege, including the right to privacy of third parties, or by Google’s  
6 obligations under applicable law or pursuant to contract to protect such confidential information.

7 Subject to the foregoing objections, and without waiving them, Google will produce  
8 nonprivileged documents in its possession, custody, or control that may be identified after a  
9 reasonable search and diligent inquiry in reasonably accessible sources of information, that are  
10 sufficient to show the terms of the Google AdWords Program Standard Terms and Conditions.

11 **REQUEST NO. 3:**

12 All Documents concerning Location Targeting, including, without limitation, the purpose  
13 of Location Targeting, the function of the Location Targeting feature, the source code  
14 concerning Location Targeting, default settings for Location Targeting, the data used by the  
15 Location Targeting feature, statements Google has published concerning Location Targeting, and  
16 Google’s policies and practices for reviewing and/or verifying the geographic origin of clicks.

17 **RESPONSE TO REQUEST NO. 3:**

18 Google incorporates by reference its general objections stated above. In particular,  
19 Google objects to this Request to the extent it seeks information protected by the attorney-client  
20 privilege and/or work product doctrine, protected as confidential settlement communications, or  
21 otherwise protected from disclosure by any other privileges, laws, or rules. Google further  
22 objects to the extent that this Request seeks “all documents” on the grounds that it therefore (a) is  
23 overly broad, unduly burdensome, ambiguous, and vague, (b) seeks information neither relevant  
24 to any claim or defense of any party in this action nor reasonably calculated to lead to the  
25 discovery of admissible evidence, and (c) fails to describe with reasonable particularity each item  
26 or category of items to be inspected and/or produced as required by Fed. R. Civ. Pro.  
27 34(b)(1)(A). Google interprets the phrase “all documents” or phrases of similar import to mean

1 those documents and that information that Google is able to locate using reasonable diligence  
2 and judgment and without incurring undue burden and expense. Google further objects to this  
3 Request to the extent it seeks information protected from discovery by any right to privacy or  
4 any other applicable privilege, including the right to privacy of third parties, or by Google's  
5 obligations under applicable law or pursuant to contract to protect such confidential information.  
6 Google further to objects to this Request to the extent it seeks information constituting or  
7 containing information protected from disclosure by any statute, rule, or regulation. Google will  
8 produce such material or make it available for inspection in response only to the extent it can do  
9 so consistent with its legal obligations and/or subject to a suitable protective order. Google  
10 further objects to this Request to the extent that the terms "purpose of Location Targeting,"  
11 "function of the Location Targeting feature," "default settings for Location Targeting," "data  
12 used by the Location Targeting feature," and "Google's policies and practices for reviewing  
13 and/or verifying the geographic origin of clicks" are vague and ambiguous because they are  
14 subject to multiple interpretations. Google further objects to this Request to the extent that the  
15 term "geographic origin of clicks" is vague and ambiguous because the geographical location of  
16 a client computer that interacts with a host computer or computers is not susceptible to  
17 determination with perfect accuracy due to the nature of the process for assignment of Internet  
18 Protocol addresses. Google further objects to this Request as unduly burdensome to the extent  
19 that it calls for the disclosure of "source code," which plaintiff has not shown to be relevant to  
20 the claims or defenses of any party and the disclosure of which, even under the strict inspection  
21 protocol contemplated by the parties, exposes Google to the risk of substantial irreparable harm.

22 Google is willing to meet and confer with Plaintiff to narrow the scope of information  
23 that this Request seeks(a) to address the vagueness and ambiguity created by its language  
24 requesting "all documents" and (b) to limit the undue burden imposed by this Request as written.

25 **AMENDMENT TO RESPONSE TO REQUEST NO. 3:**

26 *Subject to the foregoing specific objections, and without waiving them, Google will*  
27 *produce nonprivileged documents in its possession, custody, or control that may be identified*  
28

1 *after a reasonable search and diligent inquiry in reasonably accessible sources of information,*  
2 *that show the characteristics of its Location Targeting feature, including, without limitation, the*  
3 *purpose of the Location Targeting feature, the function of the Location Targeting feature, default*  
4 *settings for Location Targeting, data used by the Location Targeting feature, statements Google*  
5 *has published concerning Location Targeting, and Google’s policies and practices for reviewing*  
6 *and/or verifying the geographic origin of clicks, to the extent that such documents exist in*  
7 *reasonably accessible sources. Where information within the scope of this agreement to produce*  
8 *resides in a database, Google will confer with Plaintiff regarding the scope and nature of reports*  
9 *to be generated from this database and will produce any reports so generated in the manner*  
10 *contemplated in the parties’ Stipulated Order re: Discovery of Electronically Stored Information*  
11 *for Standard Litigation.*

12 **REQUEST NO. 4:**

13 All Documents concerning the Location Targeting Settings Screen (a version of which is  
14 displayed in Exhibit N to the Complaint), including, without limitation, Documents describing  
15 all information, settings, or options included or considered by You for inclusion on the Location  
16 Targeting Settings Screen (or by link from the Location Targeting Settings Screen) and all  
17 versions or variations of the Location Targeting Settings Screen.

18 **RESPONSE TO REQUEST NO. 4:**

19 Google incorporates by reference its general objections stated above. In particular,  
20 Google objects to this Request to the extent it seeks information protected by the attorney-client  
21 privilege and/or work product doctrine, protected as confidential settlement communications, or  
22 otherwise protected from disclosure by any other privileges, laws, or rules. Google further  
23 objects to the extent that this Request seeks “all documents” on the grounds that it therefore (a) is  
24 overly broad, unduly burdensome, ambiguous, and vague, (b) seeks information neither relevant  
25 to any claim or defense of any party in this action nor reasonably calculated to lead to the  
26 discovery of admissible evidence, and (c) fails to describe with reasonable particularity each item  
27 or category of items to be inspected and/or produced as required by Fed. R. Civ. Pro.

1 34(b)(1)(A). Google interprets the phrase “all documents” or phrases of similar import to mean  
2 those documents and that information that Google is able to locate using reasonable diligence  
3 and judgment and without incurring undue burden and expense. Google further objects to this  
4 Request to the extent it seeks information protected from discovery by any right to privacy or  
5 any other applicable privilege, including the right to privacy of third parties, or by Google’s  
6 obligations under applicable law or pursuant to contract to protect such confidential information.  
7 Google further to objects to this Request to the extent it seeks information constituting or  
8 containing information protected from disclosure by any statute, rule, or regulation. Google will  
9 produce such material or make it available for inspection in response only to the extent it can do  
10 so consistent with its legal obligations and/or subject to a suitable protective order.

11 Subject to the foregoing objections, and without waiving them, Google will produce  
12 nonprivileged documents in its possession, custody, or control that may be identified after a  
13 reasonable search and diligent inquiry in reasonably accessible sources of information, that are  
14 responsive to this Request, to the extent that such documents exist in reasonably accessible  
15 sources.

16 **REQUEST NO. 5:**

17 All Documents concerning the information Google reports to AdWords Advertisers  
18 related to the geographic origin of clicks, including the geographic origin of clicks as reported in  
19 AdWords Advertisers’ accounts.

20 **RESPONSE TO REQUEST NO. 5:**

21 Google incorporates by reference its general objections stated above. In particular,  
22 Google objects to this Request to the extent it seeks information protected by the attorney-client  
23 privilege and/or work product doctrine, protected as confidential settlement communications, or  
24 otherwise protected from disclosure by any other privileges, laws, or rules. Google further  
25 objects to the extent that this Request seeks “all documents” on the grounds that it therefore (a) is  
26 overly broad, unduly burdensome, ambiguous, and vague, (b) seeks information neither relevant  
27 to any claim or defense of any party in this action nor reasonably calculated to lead to the  
28

1 discovery of admissible evidence, and (c) fails to describe with reasonable particularity each item  
2 or category of items to be inspected and/or produced as required by Fed. R. Civ. Pro.  
3 34(b)(1)(A). Google interprets the phrase “all documents” or phrases of similar import to mean  
4 those documents and that information that Google is able to locate using reasonable diligence  
5 and judgment and without incurring undue burden and expense. Google further objects to this  
6 Request to the extent it seeks information protected from discovery by any right to privacy or  
7 any other applicable privilege, including the right to privacy of third parties, or by Google’s  
8 obligations under applicable law or pursuant to contract to protect such confidential information.  
9 Google further to objects to this Request to the extent it seeks information constituting or  
10 containing information protected from disclosure by any statute, rule, or regulation. Google will  
11 produce such material or make it available for inspection in response only to the extent it can do  
12 so consistent with its legal obligations and/or subject to a suitable protective order. Google  
13 further objects to this Request to the extent that the term “geographic origin of clicks” is vague  
14 and ambiguous because it is subject to multiple interpretations and because the geographical  
15 location of a client computer that interacts with a host computer or computers is not susceptible  
16 to determination with perfect accuracy due to the nature of the process for assignment of Internet  
17 Protocol addresses.

18 This Request includes several mistaken assumptions, including that it is possible to  
19 determine the “geographic origin” of “clicks” with precision. However, subject to the foregoing  
20 objections, and without waiving them, Google is willing to meet and confer with Plaintiff to  
21 narrow the scope of information that this Request seeks: (a) to address the vagueness and  
22 ambiguity created by these assumptions and by its language requesting “all documents” and (b)  
23 to limit the undue burden imposed by this Request as written.

24 **AMENDMENT TO RESPONSE TO REQUEST NO. 5:**

25 *Subject to the foregoing specific objections, and without waiving them, Google will*  
26 *produce nonprivileged documents in its possession, custody, or control that may be identified*  
27 *after a reasonable search and diligent inquiry in reasonably accessible sources of information,*  
28

1 *that show information Google reports to individual AdWords Advertisers related to the*  
2 *geographic origin of clicks, including the geographic origin of clicks as reported in individual*  
3 *AdWords Advertisers' accounts, to the extent that such documents exist in reasonably accessible*  
4 *sources. Where information within the scope of this agreement to produce resides in a database,*  
5 *Google will confer with Plaintiff regarding the scope and nature of reports to be generated from*  
6 *this database and will produce any reports so generated in the manner contemplated in the*  
7 *parties' Stipulated Order re: Discovery of Electronically Stored Information for Standard*  
8 *Litigation.*

9 **REQUEST NO. 6:**

10 All Documents concerning Exhibit 1 (attached hereto) and the subject matter of Exhibit  
11 1, including, without limitation, all "requests" discussed in Exhibit 1.

12 **RESPONSE TO REQUEST NO. 6:**

13 Google incorporates by reference its general objections stated above. In particular,  
14 Google objects to this Request to the extent it seeks information protected by the attorney-client  
15 privilege and/or work product doctrine, protected as confidential settlement communications, or  
16 otherwise protected from disclosure by any other privileges, laws, or rules. Google further  
17 objects to the extent that this Request seeks "all documents" on the grounds that it therefore (a) is  
18 overly broad, unduly burdensome, ambiguous, and vague, (b) seeks information neither relevant  
19 to any claim or defense of any party in this action nor reasonably calculated to lead to the  
20 discovery of admissible evidence, and (c) fails to describe with reasonable particularity each item  
21 or category of items to be inspected and/or produced as required by Fed. R. Civ. Pro.  
22 34(b)(1)(A). Google interprets the phrase "all documents" or phrases of similar import to mean  
23 those documents and that information that Google is able to locate using reasonable diligence  
24 and judgment and without incurring undue burden and expense. Google further objects to this  
25 Request to the extent it seeks information protected from discovery by any right to privacy or  
26 any other applicable privilege, including the right to privacy of third parties, or by Google's  
27 obligations under applicable law or pursuant to contract to protect such confidential information.

1 Google further to objects to this Request to the extent it seeks information constituting or  
2 containing information protected from disclosure by any statute, rule, or regulation. Google will  
3 produce such material or make it available for inspection in response only to the extent it can do  
4 so consistent with its legal obligations and/or subject to a suitable protective order.

5 Subject to the foregoing objections, and without waiving them, Google will produce  
6 nonprivileged documents in its possession, custody, or control that may be identified after a  
7 reasonable search and diligent inquiry in reasonably accessible sources of information, that are  
8 related to Exhibit 1 to Plaintiff's First Set of Requests for Production of Documents, to the extent  
9 that such documents exist in reasonably accessible sources.

10 **REQUEST NO. 7:**

11 All Documents concerning refunds demanded by AdWords Advertisers related to  
12 Location Targeting.

13 **RESPONSE TO REQUEST NO. 7:**

14 Google incorporates by reference its general objections stated above. In particular,  
15 Google objects to this Request to the extent it seeks information protected by the attorney-client  
16 privilege and/or work product doctrine, protected as confidential settlement communications, or  
17 otherwise protected from disclosure by any other privileges, laws, or rules. Google further  
18 objects to the extent that this Request seeks "all documents" on the grounds that it therefore (a) is  
19 overly broad, unduly burdensome, ambiguous, and vague, (b) seeks information neither relevant  
20 to any claim or defense of any party in this action nor reasonably calculated to lead to the  
21 discovery of admissible evidence, and (c) fails to describe with reasonable particularity each item  
22 or category of items to be inspected and/or produced as required by Fed. R. Civ. Pro.  
23 34(b)(1)(A). Google interprets the phrase "all documents" or phrases of similar import to mean  
24 those documents and that information that Google is able to locate using reasonable diligence  
25 and judgment and without incurring undue burden and expense. Google further objects to this  
26 Request to the extent it seeks information protected from discovery by any right to privacy or  
27 any other applicable privilege, including the right to privacy of third parties, or by Google's  
28

1 obligations under applicable law or pursuant to contract to protect such confidential information.  
2 Google further to objects to this Request to the extent it seeks information constituting or  
3 containing information protected from disclosure by any statute, rule, or regulation. Google will  
4 produce such material or make it available for inspection in response only to the extent it can do  
5 so consistent with its legal obligations and/or subject to a suitable protective order.

6 Google is willing to meet and confer with Plaintiff to narrow the scope of information  
7 that this Request seeks: (a) to address the vagueness and ambiguity created by its language  
8 requesting “all documents” and (b) to limit the undue burden imposed by this Request as written.

9 **AMENDMENT TO RESPONSE TO REQUEST NO. 7:**

10 *Subject to the foregoing specific objections, and without waiving them, Google will*  
11 *produce nonprivileged documents in its possession, custody, or control that may be identified*  
12 *after a reasonable search and diligent inquiry in reasonably accessible sources of information,*  
13 *that show refunds demanded by individual AdWords Advertisers related to Location Targeting,*  
14 *to the extent that such documents exist in reasonably accessible sources. Where information*  
15 *within the scope of this agreement to produce resides in a database, Google will confer with*  
16 *Plaintiff regarding the scope and nature of reports to be generated from this database and will*  
17 *produce any reports so generated in the manner contemplated in the parties’ Stipulated Order*  
18 *re: Discovery of Electronically Stored Information for Standard Litigation.*

19 **REQUEST NO. 8:**

20 Documents identifying all AdWords advertisers who used the Location Targeting feature  
21 (including the identification of the location(s) selected) but received one or more clicks  
22 originating from a geographic location outside the selected Location Targeting area.

23 **RESPONSE TO REQUEST NO. 8:**

24 Google incorporates by reference its general objections stated above. In particular,  
25 Google objects to this Request to the extent it seeks information protected by the attorney-client  
26 privilege and/or work product doctrine, protected as confidential settlement communications, or  
27 otherwise protected from disclosure by any other privileges, laws, or rules. Google further  
28



1 objects to this Request to the extent it seeks information protected from discovery by any right to  
2 privacy or any other applicable privilege, including the right to privacy of third parties, or by  
3 Google's obligations under applicable law or pursuant to contract to protect such confidential  
4 information. Google further objects to this Request to the extent it seeks information  
5 constituting or containing information protected from disclosure by any statute, rule, or  
6 regulation. Google will produce such material or make it available for inspection in response  
7 only to the extent it can do so consistent with its legal obligations and/or subject to a suitable  
8 protective order. Google further objects to this Request to the extent that the phrase "originating  
9 from a geographic location outside the selected Location Targeting area" is vague and  
10 ambiguous because it is subject to multiple interpretations and because the geographical location  
11 of a client computer that interacts with a host computer or computers is not susceptible to  
12 determination with perfect accuracy due to the nature of the process for assignment of Internet  
13 Protocol addresses.

14 This Request includes several mistaken assumptions, including that it is possible to  
15 determine the "geographic origin" of "clicks" with precision. However, subject to the foregoing  
16 objections, and without waiving them, Google is willing to meet and confer with Plaintiff to  
17 narrow the scope of information that this Request seeks: (a) to address the vagueness and  
18 ambiguity created by these assumptions and by its language requesting "all documents" and (b)  
19 to limit the undue burden imposed by this Request as written.

20 **AMENDMENT TO RESPONSE TO REQUEST NO. 8:**

21 *Subject to the foregoing specific objections, and without waiving them, Google will*  
22 *produce nonprivileged documents in its possession, custody, or control that may be identified*  
23 *after a reasonable search and diligent inquiry in reasonably accessible sources of information,*  
24 *that show individual AdWords advertisers who used the Location Targeting feature (including*  
25 *the identification of the location(s) selected) but received one or more clicks originating from a*  
26 *geographic location outside the selected Location Targeting area, to the extent that such*  
27 *documents exist in reasonably accessible sources. Where information within the scope of this*  
28

1 *agreement to produce resides in a database, Google will confer with Plaintiff regarding the*  
2 *scope and nature of reports to be generated from this database and will produce any reports so*  
3 *generated in the manner contemplated in the parties' Stipulated Order re: Discovery of*  
4 *Electronically Stored Information for Standard Litigation.*

5 **REQUEST NO. 9:**

6 All documents, including Click Data, Location Targeting settings, and billing statements,  
7 for all AdWords Advertisers who used the Location Targeting feature.

8 **RESPONSE TO REQUEST NO. 9:**

9 Google incorporates by reference its general objections stated above. In particular,  
10 Google objects to this Request to the extent it seeks information protected by the attorney-client  
11 privilege and/or work product doctrine, protected as confidential settlement communications, or  
12 otherwise protected from disclosure by any other privileges, laws, or rules. Google further  
13 objects to the extent that this Request seeks "all documents" on the grounds that it therefore (a) is  
14 overly broad, unduly burdensome, ambiguous, and vague, (b) seeks information neither relevant  
15 to any claim or defense of any party in this action nor reasonably calculated to lead to the  
16 discovery of admissible evidence, and (c) fails to describe with reasonable particularity each item  
17 or category of items to be inspected and/or produced as required by Fed. R. Civ. Pro.  
18 34(b)(1)(A). Google interprets the phrase "all documents" or phrases of similar import to mean  
19 those documents and that information that Google is able to locate using reasonable diligence  
20 and judgment and without incurring undue burden and expense. Google further objects to this  
21 Request to the extent it seeks information protected from discovery by any right to privacy or  
22 any other applicable privilege, including the right to privacy of third parties, or by Google's  
23 obligations under applicable law or pursuant to contract to protect such confidential information.  
24 Google further to objects to this Request to the extent it seeks information constituting or  
25 containing information protected from disclosure by any statute, rule, or regulation. Google will  
26 produce such material or make it available for inspection in response only to the extent it can do  
27 so consistent with its legal obligations and/or subject to a suitable protective order.

1 Subject to the foregoing objections, and without waiving them, Google is willing to meet  
2 and confer with Plaintiff to narrow the scope of information that this Request seeks (a) to address  
3 the vagueness and ambiguity created by its language requesting “all documents” and (b) to limit  
4 the undue burden imposed by this Request as written.

5 **AMENDMENT TO RESPONSE TO REQUEST NO. 9:**

6 *Subject to the foregoing specific objections, and without waiving them, Google will*  
7 *produce nonprivileged documents in its possession, custody, or control that may be identified*  
8 *after a reasonable search and diligent inquiry in reasonably accessible sources of information,*  
9 *that show ad impressions and settings related to Location Targeting for individual AdWords*  
10 *advertisers that used the Location Targeting feature, to the extent that such documents exist in*  
11 *reasonably accessible sources. Where information within the scope of this agreement to produce*  
12 *resides in a database, Google will confer with Plaintiff regarding the scope and nature of reports*  
13 *to be generated from this database and will produce any reports so generated in the manner*  
14 *contemplated in the parties’ Stipulated Order re: Discovery of Electronically Stored Information*  
15 *for Standard Litigation.*

16 **REQUEST NO. 10:**

17 All Documents concerning the fees, revenues, and/or other amounts charged and earned  
18 by Google for clicks originating from users located outside of the geographic locations specified  
19 by AdWords Advertisers.

20 **RESPONSE TO REQUEST NO. 10:**

21 Google incorporates by reference its general objections stated above. In particular,  
22 Google objects to this Request to the extent it seeks information protected by the attorney-client  
23 privilege and/or work product doctrine, protected as confidential settlement communications, or  
24 otherwise protected from disclosure by any other privileges, laws, or rules. Google further  
25 objects to the extent that this Request seeks “all documents” on the grounds that it therefore (a) is  
26 overly broad, unduly burdensome, ambiguous, and vague, (b) seeks information neither relevant  
27 to any claim or defense of any party in this action nor reasonably calculated to lead to the

1 discovery of admissible evidence, and (c) fails to describe with reasonable particularity each item  
2 or category of items to be inspected and/or produced as required by Fed. R. Civ. Pro.  
3 34(b)(1)(A). Google interprets the phrase “all documents” or phrases of similar import to mean  
4 those documents and that information that Google is able to locate using reasonable diligence  
5 and judgment and without incurring undue burden and expense. Google further objects to this  
6 Request to the extent it seeks information protected from discovery by any right to privacy or  
7 any other applicable privilege, including the right to privacy of third parties, or by Google’s  
8 obligations under applicable law or pursuant to contract to protect such confidential information.  
9 Google further to objects to this Request to the extent it seeks information constituting or  
10 containing information protected from disclosure by any statute, rule, or regulation. Google will  
11 produce such material or make it available for inspection in response only to the extent it can do  
12 so consistent with its legal obligations and/or subject to a suitable protective order. Google  
13 further objects to this Request to the extent that the phrase “clicks originating from users located  
14 outside of the geographic locations specified by AdWords Advertisers” is vague and ambiguous  
15 because it is subject to multiple interpretations and because the geographical location of a client  
16 computer that interacts with a host computer or computers is not susceptible to determination  
17 with perfect accuracy due to the nature of the process for assignment of Internet Protocol  
18 addresses.

19 This Request includes several mistaken assumptions, including that it is possible to  
20 determine the “geographic origin” of “clicks” with precision. However, subject to the foregoing  
21 objections, and without waiving them, Google is willing to meet and confer with Plaintiff to  
22 narrow the scope of information that this Request seeks: (a) to address the vagueness and  
23 ambiguity created by these assumptions and by its language requesting “all documents” and (b)  
24 to limit the undue burden imposed by this Request as written.

25 **AMENDMENT TO RESPONSE TO REQUEST NO. 10:**

26 *Subject to the foregoing specific objections, and without waiving them, Google will*  
27 *produce nonprivileged documents in its possession, custody, or control that may be identified*  
28

1 *after a reasonable search and diligent inquiry in reasonably accessible sources of information,*  
2 *that show fees, revenues, and/or other amounts charged and earned by Google for clicks*  
3 *originating from users located outside of the geographic locations specified by individual*  
4 *AdWords Advertisers, to the extent that such documents exist in reasonably accessible sources.*  
5 *Where information within the scope of this agreement to produce resides in a database, Google*  
6 *will confer with Plaintiff regarding the scope and nature of reports to be generated from this*  
7 *database and will produce any reports so generated in the manner contemplated in the parties’*  
8 *Stipulated Order re: Discovery of Electronically Stored Information for Standard Litigation.*

9 **REQUEST NO. 11:**

10 All Documents and/or correspondence between Google and AdWords Advertisers  
11 concerning Location Targeting or billing for clicks outside the selected Location Targeting area.

12 **RESPONSE TO REQUEST NO. 11:**

13 Google incorporates by reference its general objections stated above. In particular,  
14 Google objects to this Request to the extent it seeks information protected by the attorney-client  
15 privilege and/or work product doctrine, protected as confidential settlement communications, or  
16 otherwise protected from disclosure by any other privileges, laws, or rules. Google further  
17 objects to the extent that this Request seeks “all documents” on the grounds that it therefore (a) is  
18 overly broad, unduly burdensome, ambiguous, and vague, (b) seeks information neither relevant  
19 to any claim or defense of any party in this action nor reasonably calculated to lead to the  
20 discovery of admissible evidence, and (c) fails to describe with reasonable particularity each item  
21 or category of items to be inspected and/or produced as required by Fed. R. Civ. Pro.  
22 34(b)(1)(A). Google interprets the phrase “all documents” or phrases of similar import to mean  
23 those documents and that information that Google is able to locate using reasonable diligence  
24 and judgment and without incurring undue burden and expense. Google further objects to this  
25 Request to the extent it seeks information protected from discovery by any right to privacy or  
26 any other applicable privilege, including the right to privacy of third parties, or by Google’s  
27 obligations under applicable law or pursuant to contract to protect such confidential information.

1 Google further to objects to this Request to the extent it seeks information constituting or  
2 containing information protected from disclosure by any statute, rule, or regulation. Google will  
3 produce such material or make it available for inspection in response only to the extent it can do  
4 so consistent with its legal obligations and/or subject to a suitable protective order. Google  
5 further objects to this Request to the extent that the phrase “outside the selected targeting area” is  
6 vague and ambiguous because it is subject to multiple interpretations and because the  
7 geographical location of a client computer that interacts with a host computer or computers is not  
8 susceptible to determination with perfect accuracy due to the nature of the process for  
9 assignment of Internet Protocol addresses.

10 Subject to the foregoing objections, and without waiving them, Google is willing to meet  
11 and confer with Plaintiff to narrow the scope of information that this Request seeks(a) to address  
12 the vagueness and ambiguity created by its language requesting “all documents” and (b) to limit  
13 the undue burden imposed by this Request as written.

14 **AMENDMENT TO RESPONSE TO REQUEST NO. 11:**

15 *Subject to the foregoing specific objections, and without waiving them, Google will*  
16 *produce nonprivileged documents in its possession, custody, or control that may be identified*  
17 *after a reasonable search and diligent inquiry in reasonably accessible sources of information,*  
18 *that relate to correspondence between Google and individual AdWords Advertisers concerning*  
19 *Location Targeting or billing for clicks outside the selected Location Targeting area, to the*  
20 *extent that such documents exist in reasonably accessible sources. Where information within the*  
21 *scope of this agreement to produce resides in a database, Google will confer with Plaintiff*  
22 *regarding the scope and nature of reports to be generated from this database and will produce*  
23 *any reports so generated in the manner contemplated in the parties’ Stipulated Order re:*  
24 *Discovery of Electronically Stored Information for Standard Litigation.*

25 Dated: February 22, 2013

MAYER BROWN LLP

26 BY: /s/ Eric B. Evans  
Eric B. Evans

27 Attorneys for Defendant Google Inc.

**PROOF OF SERVICE**

I, Eric B. Evans, declare that I am over the age of eighteen years and not a party to this action. I am employed in Santa Clara County, California. My business address is Mayer Brown LLP, Two Palo Alto Square, Suite 300, Palo Alto, California 94306-2112. On February 22, 2013, I served the foregoing documents described as:

**GOOGLE INC.'S SUPPLEMENTAL AND AMENDED OBJECTIONS AND RESPONSES  
TO PLAINTIFF'S FIRST SET OF REQUESTS FOR PRODUCTION OF DOCUMENTS**

**PROOF OF SERVICE**

<input checked="" type="checkbox"/>	by placing the document(s) listed above in a sealed envelope with postage thereon fully prepaid, in the United States mail at Palo Alto, California addressed as set forth below.
<input type="checkbox"/>	by placing the document(s) listed above in a sealed envelope and affixing a pre-paid air bill, and causing the envelope to be delivered to an agent for Overnight delivery.
<input checked="" type="checkbox"/>	by causing to be transmitted by email the document(s) listed above to the addressee(s) at the email address(es) listed below.
<input type="checkbox"/>	by telefaxing a copy thereof to the following individual(s) at the following facsimile number(s):

Ramzi Abadou, Esq.  
Stacey M. Kaplan, Esq.  
Erik D. Peterson, Esq.  
**KESSLER TOPAZ MELTZER & CHECK, LLP**  
One Sansome Street, Suite 1850  
San Francisco, CA 94104  
Telephone: 415.400.3000  
Facsimile: 415.400.3001  
E-mail: rabadou@ktmc.com

Joseph H. Meltzer, Esq. (*Pro Hac Vice*)  
Sean M. Handler, Esq. (*Pro Hac Vice*)  
Peter H. LeVan, Jr., Esq. (*Pro Hac Vice*)  
Naumon A. Amjed, Esq. (*Pro Hac Vice*)  
Ryan T. Degnan, Esq. (*Pro Hac Vice*)  
**KESSLER TOPAZ MELTZER & CHECK, LLP**  
280 King of Prussia Road  
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Facsimile: 610.667.7056  
Email: rdegnan@ktmc.com

**PROOF OF SERVICE**

Jeffrey J. Angelovich, Esq. (*Pro Hac Vice*)  
Brad E. Seidel (*Pro Hac Vice*)  
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Andrew Gordon Pate  
**NIX, PATTERSON AND ROACH, LLP**  
205 Linda Drive  
Daingerfield, TX 75638  
Telephone: 903.645.7333  
Facsimile:: 903-645-4415  
Email: [drewpate@nixlawfirm.com](mailto:drewpate@nixlawfirm.com)

I declare under penalty of perjury that the foregoing is true and correct.

Dated February 22, 2013 at Palo Alto, California.

/s/ Eric B. Evans  
Eric B. Evans

From first set of responses and objections: "I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct. I declare that I am employed in the office of a member of the bar of this court at whose direction the service was made." It was signed by Sonya Holloway.



# **EXHIBIT B**

**KESSLER TOPAZ  
MELTZER & CHECK, LLP**  
Ramzi Abadou (Bar No. 222567)  
Stacey M. Kaplan (Bar No. 241989)  
One Sansome Street, Suite 1850  
San Francisco, CA 94104  
Telephone: (415) 400-3000  
Facsimile: (415) 400-3001

-and-

Joseph H. Meltzer (*Pro Hac Vice*)  
Sean M. Handler (*Pro Hac Vice*)  
Naumon A. Amjed (*Pro Hac Vice*)  
Ryan T. Degnan (*Pro Hac Vice*)  
280 King of Prussia Road  
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Telephone: (610) 667-7706  
Facsimile: (610) 667-7056

*Interim Co-Class Counsel*

**NIX, PATTERSON & ROACH, LLP**  
Jeffrey J. Angelovich (*Pro Hac Vice*)  
Brad E. Seidel (*Pro Hac Vice*)  
Andrew G. Pate (*Pro Hac Vice*)  
3600 N. Capital of Texas Highway  
Building B, Suite 350  
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Telephone: (512) 328-5333  
Facsimile: (512) 328-5335

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN JOSE DIVISION

RICK WOODS, Individually and On Behalf  
of All Others Similarly Situated,

Plaintiff,

v.

GOOGLE INC.,

Defendant.

Case No. 11-cv-1263-EJD

**PLAINTIFF'S SECOND REQUEST  
FOR PRODUCTION OF DOCUMENTS**

PROPOUNDING PARTY:

PLAINTIFF RICK WOODS

RESPONDING PARTY:

GOOGLE INC.

SET NO.:

TWO (2)

1 Pursuant to Rule 34 of the Federal Rules of Civil Procedure and the Local Rules of the  
2 United States District Court of the Northern District of California, Plaintiff Rick Woods hereby  
3 requests that Google Inc. produce all original documents responsive to these requests, including  
4 all non-identical copies, within thirty days of service hereof, at the office of Nix, Patterson &  
5 Roach, LLP, located at 3600 N. Capital of Texas Highway, Building B, Suite 350, Austin, Texas  
6 78746, or at such other location as is mutually agreed upon by counsel.

7 Defendant shall produce all responsive documents and ESI in the manner agreed upon in  
8 the [Stipulated] Order re: Discovery of Electronically Stored Information for Standard Litigation.  
9 *See* Dkt. No. 118.

### 10 **DEFINITIONS**

11 Unless otherwise indicated, as used in these Requests, the following terms shall have the  
12 meanings ascribed to each:

- 13 1. “Ads” means advertisements submitted to Google by AdWords Advertisers.
- 14 2. “AdWords Advertisers” means persons who advertise or advertised through the  
15 AdWords Program.
- 16 3. “AdWords Help Center” means Google’s Internet website (currently located at  
17 “support.google.com/adwords”) and all corresponding webpages provided by Google to explain  
18 the AdWords Program, including all prior versions of the AdWords Help Center and all other  
19 similar or related websites provided by Google (including, without limitation, the “Ad Traffic  
20 Quality Resource Center” and the “AdWords Learning Center”).
- 21 4. “AdWords Program” or “AdWords” means Google’s AdWords online  
22 advertising program as defined in Exhibit A to the Complaint and any other similar or related  
23 online advertising program of Google.
- 24 5. “AdWords Website” means Google’s Internet website provided to AdWords  
25 Advertisers to administer their AdWords advertising and account, including administering  
26 settings and bids relating to their Ads.

1           6.       “Any” or “all” mean each and every.

2           7.       “ClickCostMultiplier” means any value and/or variable Google uses to calculate  
3 Smart Pricing Discounts. For example, this term includes the “click cost multipliers” or “CCM”  
4 described by Google’s expert, Dr. Randolph Bucklin, in paragraph 14 of GOOG00000108.

5           8.       “CanApplyClickCostMultiplier” means any value and/or variable Google uses to  
6 determine whether to apply a Smart Pricing Discount to particular clicks, Properties or Partners.  
7 For example, this term includes the “CanApplyClickCostMultiplier” described by Google’s  
8 expert, Dr. Randolph Bucklin, in footnote 26 of GOOG00000110.

9           9.       “Communications” means any exchange of information by any means of  
10 transmission, including, but not limited to, transcriptions, memoranda, intra-office  
11 communications, notes of face-to-face conversations, mail, electronic messages, telegrams,  
12 overnight deliveries, transcripts or notes of telephone, facsimiles, or telexes.

13          10.      The “Complaint” means the Second Amended Class Action Complaint filed by  
14 Plaintiff in this action on September 21, 2012 in the United States District Court for the Northern  
15 District of California, San Jose Division.

16          11.      “Conversion Score” means any value and/or variable Google uses to quantify the  
17 likelihood a click on an Ad originating from a particular Property or Partner will convert. For  
18 example, this term includes the “property conversion scores” and “pub scores” described by  
19 Google’s expert, Dr. Randolph Bucklin, in paragraph 14 of GOOG00000108.

20          12.      “Describe” means provide a complete explanation, including identification of any  
21 and all documents on which your description depends.

22          13.      “Display Network” means the portion of Google’s advertising network labeled as  
23 such in Exhibit I to the Complaint and includes the portion of Google’s advertising network  
24 previously referred to as the “Content Network” by Google. “Display Network” shall also have  
25 the meaning Google intended when it used the term in Paragraph 16 of its Answer (Dkt. No.  
26 123).

1           14.     “Document” is defined to be synonymous in meaning and equal in scope to the  
2 usage of this term in Federal Rule of Civil Procedure 34(a)(1)(A) and shall include every writing  
3 or record of every type and description in any form whatsoever and all other tangible objects.  
4 The term Document includes writings, drawings, graphs, charts, spreadsheets, photographs,  
5 communications, video and sound recordings, images, and other data or data compilations  
6 (electronic or otherwise) from which information can be obtained either directly or, if necessary,  
7 after translation by the producing party into a reasonably usable form. The term Document also  
8 includes electronically stored information (“ESI”) and transmission of ESI through Electronic  
9 Media. For illustrative purposes, examples of Documents include each of the following:  
10 memorandum, file, Communications, correspondence, study, report, working paper, record,  
11 recording, minutes, instruction, literature, notes, notebook, diary, calendar, data sheet, work  
12 sheet, summary, tabulation, calculation, index, picture, graphic matter, agreement, contract,  
13 arrangement, understanding, invoice, bill, web page, software, and algorithm. A draft or non-  
14 identical copy or version is a separate document within the meaning of this term. A Document  
15 shall be produced with any and all of the document’s associated metadata.

16           15.     “Electronic Media” means any magnetic, flash or other storage medium or media  
17 device used to record and/or store ESI. Electronic Media includes, but is not limited to, portable  
18 media, hard disks, floppy disks, hard drives, jump drives, thumb drives, memory sticks, flash  
19 media, CDs, DVDs, zip drives, personal digital assistance devices and handheld storage devices  
20 (e.g., Palm, Blackberry, iPhone or other “smart phones”), magnetic tapes of all types, intranet  
21 and Internet repositories of all types including websites, cloud or web storage, software code  
22 repositories (including code vaults or other source code storage systems), and any other vehicle  
23 for digital data storage, back-up and/or transmittal. Electronic media also includes, without  
24 limitation, memory and information storage systems associated with servers, computers,  
25 handheld storage devices, iPads, tablet computers, email systems (including those hosted by  
26 ISPs), voicemail systems, instant messaging systems, social networking systems, and fax servers.  
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1           16.     “Electronic messages” means electronic mail, text messages, instant messages,  
2 Internet messages, intranet messages, electronic bulletin board messages, blog entries, website  
3 postings of any nature, and all other methods by which messages may be transmitted by or  
4 through electronic sources.

5           17.     “Google,” “Defendant,” the “Company,” “You,” or “Your” means Google Inc.,  
6 and all subsidiaries, predecessors, parents, successors, and present and former divisions and  
7 affiliates; and each of their present or former agents, employees, directors, officers, or anyone  
8 acting or purporting to act on their behalf or under their control.

9           18.     “Identify” and “Identity,” when used in reference to a person, mean to give the  
10 person’s full name, present or last known address, present or last known email address(es),  
11 present or last known phone number and, when referring to a natural person, the present or last  
12 known employer or business affiliation.

13           19.     “Identify” and “Identity,” when used in reference to a document, mean to give the  
14 document’s author(s), recipient(s), title, date, type, general subject matter, current location or  
15 custodian and, if produced, bates number.

16           20.     “Identify” and “Identity,” when used in reference to a communication, mean to  
17 give the full name, last known address, last known phone number, employer or business  
18 affiliation of the parties to the communication, the form of the communication, the date of the  
19 communication, the subject of the communication, and the manner(s) in which the  
20 communication was/is recorded or memorialized.

21           21.     “Including” means “including without limitation” or “including, but not limited  
22 to.”

23           22.     “Location Targeting” means the functionality provided by Google for targeting  
24 Ads to locations as described by Google in Exhibit O to the Complaint and/or any such  
25 functionality provided by Google for the placement of Ads based on an AdWords Advertiser’s  
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1 selected geographic location. “Location Targeting” shall also have the meaning Google intended  
2 when it used the term in Paragraph 114 of its Answer (Dkt. No. 123).

3 23. “Location Targeting Data” means all data recorded and/or maintained by Google  
4 or at Google’s request concerning Location Targeting and, for each click on an Ad, shall include,  
5 without limitation, the complete uniform resource locator (URL) of the Property from which the  
6 click originated, the Partner owning and/or operating that Property, whether that Property was a  
7 Search Network or Display Network Property, the IP address of the person (Internet user)  
8 clicking the Ad, the physical location of the person (Internet user) clicking the Ad, whether the  
9 Ad was displayed based on the Internet user’s physical location or terms used in a search request  
10 (search intent), the search request used by the Internet user to cause the Ad’s impression, the  
11 identity of the AdWords Advertiser who paid for the click, the price the AdWords Advertiser  
12 paid for the click, the geographic origin of the click as determined by Google at the time of the  
13 click, the Location Targeting settings in effect for the AdWords Advertiser at the time of the  
14 click, and whether the click resulted in a conversion.

15 24. “Location Targeting Settings Screen” means the webpage or screen on the  
16 AdWords Website on which an AdWords Advertiser may set, edit, or modify its Location  
17 Targeting settings.

18 25. “Mobile Partners” means all Partners who display Ads that appear on mobile  
19 devices with full Internet browsers (as described in Exhibit L to the Complaint) and/or mobile  
20 apps (as described in Exhibit I to the Complaint).

21 26. “Or” or “And” should be construed as disjunctive and conjunctive to bring within  
22 the scope of these requests all documents which would otherwise be construed to be outside their  
23 scope.

24 27. “Partner” means a person or entity who owns or operates a Property.  
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1           28.    “Person(s)” means any natural person or any business, legal or governmental  
2 entity, or association and all of their officials, directors, officers, employees, representatives,  
3 attorneys, agents, and any other person acting on their behalf.

4           29.    “Plaintiff” means Plaintiff Rick Woods.

5           30.    “Property” means a webpage, website, domain, or property on which Google  
6 displays (or to which Google delivers) Ads including, without limitation, all webpages, websites,  
7 domains, or properties owned and/or operated by Google or on the “Google Network” as that  
8 term is used in Exhibit I to the Complaint.

9           31.    “Relating to,” “related to,” “relate(s) to,” “concerning,” and “concern” mean all  
10 things or documents that in any way discuss, constitute, concern, refer to, are connected with,  
11 arise from, reflect, assess, record, summarize, evaluate, or comment on the subject or object of  
12 the discovery request.

13           32.    “Search Network” means the portion of Google’s advertising network labeled as  
14 such in Exhibit I to the Complaint.

15           33.    “Smart Price” or “Smart Pricing” means Google’s pricing discount feature that  
16 automatically reduces the price an advertiser pays for a click based on the likelihood the click  
17 will convert. For example, this term includes the feature described as such by Google in Exhibits  
18 B–F attached to the Complaint. “Smart Price” or “Smart Pricing” shall also have the meaning  
19 Google intended when it used the term in Paragraphs 32 and 37 of its Answer (Dkt. No. 123).

20           34.    “Smart Pricing Data” means all data recorded or maintained by Google or at  
21 Google’s request concerning Smart Pricing, Smart Pricing Discounts, the amount of Smart  
22 Pricing Discounts, whether to apply a Smart Pricing Discount at any given time, how to apply  
23 Smart Pricing Discounts, and any information used by Google’s “proprietary algorithm”  
24 referenced in Paragraph 37 of its Answer (Dkt. No. 123). Without limiting the foregoing, this  
25 term also includes Conversion Scores, ClickCostMultipliers, and the  
26 CanApplyClickCostMultiplier variable.



1           35.     “Smart Pricing Discount” means the amount by which Google reduces the price  
2 of a click based on Smart Pricing. For example, this term includes any value resulting from the  
3 formulas for Smart Pricing described by Google’s expert, Dr. Randolph Bucklin, on  
4 GOOG00000163 and in footnote 14 of GOOG00000108. This term also includes any discount  
5 resulting from the use of the “proprietary algorithm” referenced in Paragraph 37 of Google’s  
6 Answer (Dkt. No. 123).

7           36.     “Special Partner” means any Partner owning and/or operating a Property to which  
8 Google delivers Ads and whose agreement with Google varies in any way from the standard  
9 AdSense Program Terms and Conditions, or who has been exempted, in whole or in part, from  
10 Smart Pricing for any Display Network click. Special Partners include, without limitation:  
11 IAC/InterActiveCorp.; InfoSpace Inc.; Value Click Inc.; Network Solutions LLC; Peeplo.com;  
12 Conduit; and Xacti.

13           37.     The present tense of any verb includes the simple past, past perfect, simple future,  
14 and future perfect tenses. For example, “use” includes “used,” “will use,” “had used,” and “will  
15 have used.”

16           38.     The use of any word includes the plural and vice versa and the use of the  
17 masculine gender shall include the feminine and neutral genders and vice versa.

18           39.     Unless a word or term has been given a specific definition herein, each word or  
19 term used herein shall be given its usual and customary dictionary definition, except where such  
20 words have a specific custom and usage definition in Google’s trade or industry, in which case  
21 they shall be interpreted in accordance with such usual custom and usage definition of which  
22 Google is aware.

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1. Your response to each Request for Production shall include all documents or things within Your custody, possession, or control or in the custody, possession, or control of Your directors, officers, partners, members, agents, employees, subsidiaries, managing agents, affiliates, investigators, representatives, or Your attorneys or their agents, employees, assignees, representatives, or investigators.

3. Documents shall be produced as they are kept in the ordinary course of business or organized and labeled to correspond to the categories of the particular document request for those documents that were created. Electronically stored information responsive to these Requests for Production shall be produced in the manner set forth in the [Stipulated] Order re: Discovery of Electronically Stored Information for Standard Litigation. *See* Dkt. No. 118.

5. All documents shall be produced in the file folder, envelope or other container in which the documents are kept or maintained. If, for any reason, the container cannot be produced, produce copies of all labels or other identifying marks.

7. Documents not otherwise responsive to these requests shall be produced if such documents mention, discuss, refer to, or explain the documents which are called for by this

1 discovery request, or if such documents are attached to documents called for by this discovery  
2 request and constitute routing slips, transmittal memoranda, letters, comments, evaluations, or  
3 similar material.

4 8. These Requests for Production are continuing within the meaning of FRCP 26.  
5 As a result, in the event that You locate additional responsive documents after furnishing Your  
6 responses to these Requests for Production, You are required to supplement Your responses to  
7 these Requests for Production.

8 9. If any document or a portion of any document is withheld from production on the  
9 ground that its production is privileged due to attorney-client privilege, work-product rule, or  
10 other legally recognized standard preventing its disclosure to a requesting party, that portion of  
11 the document need not be produced, but You shall state separately for each such document: (1)  
12 the legal and factual basis on which You claim protection against production; (2) the date of  
13 creation of the documents; (3) the nature of the document (e.g., letter, memorandum); (4) the full  
14 name, title, and employer of each author of each such document; (5) the full name, title, and  
15 employer of each addressee and named recipient of the document; (6) the full name, title, and  
16 employer of each person who to Your knowledge has seen the document; and (7) the general  
17 substance of the document.

18 10. Whenever a document is not produced in full or is produced in redacted form, so  
19 indicate on the document and state with particularity the reason or reasons it is not being  
20 produced in full.

21 11. If a document responsive to these requests was at any time in Your possession,  
22 custody or control but now is no longer available for production, identify such document or thing  
23 as completely as possible, including the following information: (1) an explanation of the type of  
24 document or thing it was; (2) whether the document is missing or lost; (3) whether it has been  
25 destroyed; (4) whether the document has been transferred or delivered to another person or entity  
26 and, if so, at whose request and who was it transferred to; (5) whether the document has been  
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1 otherwise disposed of; (6) a precise statement of the circumstances surrounding the disposition  
2 of the document and the date of the document's disposition, including when and why it was  
3 disposed of, discarded, or destroyed; (7) the identities of all persons who know or knew of its  
4 existence and contents; and (8) the identity of the person who lost, discarded, or destroyed it.

5 12. If You object to any of the definitions or instructions applicable to these requests,  
6 state Your objection in Your response and clearly indicate whether you are complying with the  
7 definition or instruction notwithstanding Your objection.

8 13. If You object to answering any of these requests, or withhold documents from  
9 production in response to any request, in whole or in part, state (1) Your objections and/or  
10 reasons for not responding, (2) state all factual and legal justifications that You believe support  
11 Your objection or failure to answer or produce, and (3) whether You are complying with the  
12 request notwithstanding Your objection.

13 14. If You object to answering only part of a request, specify the part to which You  
14 object and respond to the remainder.

15 15. If You object to any request on the ground of overbreadth, You are instructed to  
16 respond to the request as narrowed to conform to your objection.

17 16. In no event should any response be left blank. If the response to any request is,  
18 for example, "none" or "not applicable," such statement should be written as a response.

19 17. If You encounter any ambiguity in construing a request, or the definition or  
20 instruction relevant to the request, set forth the matter deemed "ambiguous" and set forth the  
21 construction chosen or used in responding.

22 18. If you do not possess one or more of the requested documents, You should so  
23 state and describe all Your efforts to search for the documents necessary to respond to the  
24 request.

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**REQUESTS FOR PRODUCTION OF DOCUMENTS**

**REQUEST FOR PRODUCTION NO. 1:** All Documents in the possession, custody, or control of all individuals identified in Google’s Rule 26(a)(1) Initial Disclosures concerning the subject matters of relevant testimony listed for each individual.

**REQUEST FOR PRODUCTION NO. 1:** All Documents in the possession, custody, or control of all individuals identified in Google's Rule 26(a)(1) Initial Disclosures concerning the subject matters of relevant testimony listed for each individual.

**REQUEST FOR PRODUCTION NO. 3:** All Documents concerning the composition, definition, description, characterization, and/or classification of the Display Network including, without limitation, Documents sufficient to identify all Properties belonging to the Display Network.

**REQUEST FOR PRODUCTION NO. 5:** All Documents concerning the composition, definition, description, characterization, and/or classification of the Search Network, including, without limitation, Documents sufficient to identify all Properties belonging to the Search Network.

PLAINTIFF'S SECOND REQUEST FOR  
PRODUCTION OF DOCUMENTS  
CASE NO. 11-CV-1263-EJD

1 (as described in Exhibit J to the Complaint); Ads displayed on mobile devices with full Internet  
2 browsers (as described in Exhibit L to the Complaint); and WAP mobile ads (as described in  
3 Exhibit L to the Complaint).

4 **REQUEST FOR PRODUCTION NO. 7:** All Documents concerning Smart Pricing, Smart  
5 Pricing Discounts, and Smart Pricing Data. For example, this Request includes Documents  
6 concerning: the purpose of Smart Pricing; the function (including source code) of Smart Pricing;  
7 and Google’s method(s) for determining, calculating, and/or recording Smart Pricing Discounts  
8 and Smart Pricing Data.

9 **REQUEST FOR PRODUCTION NO. 8:** All Documents concerning the “proprietary  
10 algorithm” referenced by Google in Paragraph 37 of its Answer, including the “proprietary  
11 algorithm” itself.

12 **REQUEST FOR PRODUCTION NO. 9:** All Documents concerning the purposes and/or  
13 roles of ClickCostMultipliers, the CanApplyClickCostMultiplier, and Conversion Scores.

14 **REQUEST FOR PRODUCTION NO. 10:** All Documents concerning any studies, reports,  
15 and/or analyses related to Smart Pricing, Smart Pricing Discounts, and Smart Pricing Data.

16 **REQUEST FOR PRODUCTION NO. 11:** All Documents concerning Communications related  
17 to Smart Pricing, Smart Pricing Discounts, and Smart Pricing Data. For example, this Request  
18 includes Communications concerning: the purpose of Smart Pricing; the application of Smart  
19 Pricing Discounts to clicks from particular Properties, Partners, and/or categories of Properties;  
20 and Google’s method(s) for determining, calculating, and/or recording Smart Pricing Discounts  
21 and Smart Pricing Data.

22 **REQUEST FOR PRODUCTION NO. 12:** All Documents concerning Google’s policies,  
23 practices, decisions, guidelines, procedures, or standards regarding the application of Smart  
24 Pricing and/or Smart Pricing Discounts to clicks on Ads. For example, this Request includes  
25 Google’s methods for determining: whether to apply a Smart Pricing Discount to a particular  
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click, Partner, and/or Property; and Google’s method(s) for determining and/or calculating Smart Pricing Discounts and Smart Pricing Data.

**REQUEST FOR PRODUCTION NO. 13:** All Documents concerning Smart Pricing published by Google including, without limitation, Documents published on the AdWords Help Center, the AdWords Website, and any Documents linked thereto.

**REQUEST FOR PRODUCTION NO. 14:** All Documents concerning Communications related to the Documents requested in Request for Production No. 13

**REQUEST FOR PRODUCTION NO. 15:** All Documents reflecting, discussing, describing, and/or referencing in any manner Google’s “measurements for the applicable Program” as that phrase is used in paragraph 7 of Exhibit A to the Complaint.

**REQUEST FOR PRODUCTION NO. 16:** All drafts of Exhibits B–G, I–J, and L, all Communications concerning Exhibits B–G, I–J, and L, and all versions of Exhibits B–G, I–J, and L published by Google.

**REQUEST FOR PRODUCTION NO. 17:** All Documents concerning all agreements with Special Partners related to delivering Ads for display on Properties owned and/or operated by Special Partners.

**REQUEST FOR PRODUCTION NO. 18:** All Documents concerning Google’s Communications with Special Partners related to Smart Pricing, Smart Pricing Discounts, and Smart Pricing Data.

**REQUEST FOR PRODUCTION NO. 19:** All Documents concerning all agreements with Mobile Partners related to delivering Ads for display on Properties owned and/or operated by Mobile Partners.

**REQUEST FOR PRODUCTION NO. 20:** All Documents concerning Google’s Communications with Mobile Partners related to Smart Pricing, Smart Pricing Discounts, and Smart Pricing Data.

1 **REQUEST FOR PRODUCTION NO. 21:** All Documents concerning Google's  
2 Communications with Partners (other than Mobile Partners and Special Partners) related to  
3 Smart Pricing, Smart Pricing Discounts, and Smart Pricing Data.

4 **REQUEST FOR PRODUCTION NO. 22:** All Documents identifying all Smart Pricing Data  
5 associated with every Property in the Display Network.

6 **REQUEST FOR PRODUCTION NO. 23:** All Documents identifying all clicks where Google  
7 did not apply a Smart Pricing Discount for any reason including, without limitation, Documents  
8 identifying: all Smart Pricing Data for each click; the AdWords Advertiser who paid for each  
9 click; the AdWords Advertiser's bid amount for the click; the price the AdWords Advertiser paid  
10 for the click; the complete uniform resource locator (URL) of the Property from which the click  
11 originated; the Partner owning and/or operating that Property; whether that Property was a  
12 Search Network or a Display Network Property; and whether the click resulted in a conversion.

13 **REQUEST FOR PRODUCTION NO. 24:** All Documents identifying Properties, which have  
14 or have had the value "False" (or any other value indicating a Smart Pricing Discount shall not  
15 apply) for the CanApplyClickCostMultiplier including, without limitation, Documents  
16 identifying: all Smart Pricing Data for any click occurring while such variable equaled "False"  
17 (or any other value indicating a Smart Pricing Discount shall not apply); whether that Property  
18 has ever had the value "True" (or any other value indicating a Smart Pricing Discount shall  
19 apply) for the CanApplyClickCostMultiplier variable; the period of time, if any, for which the  
20 CanApplyClickCostMultiplier variable equaled True or False, respectively; the complete  
21 uniform resource locator (URL) of the Property from which the click originated; the Partner  
22 owning and/or operating that Property; and whether that Property was a Search Network or  
23 Display Network Property.

24 **REQUEST FOR PRODUCTION NO. 25:** All Documents identifying all AdWords  
25 Advertisers who paid for a click on the Display Network where Google did not apply a Smart  
26 Pricing Discount for any reason including, without limitation, Documents identifying: the  
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1 number of clicks each such advertiser paid for where Google did not apply a Smart Pricing  
2 Discount; the amount spent by each advertiser on each such click; and the Smart Pricing  
3 Discount, Conversion Score, and ClickCostMultiplier that would have applied at the time of each  
4 click.

5 **REQUEST FOR PRODUCTION NO. 26:** All Documents concerning the fees, revenues and/or  
6 other amounts charged and earned, if different, by Google for clicks originating from the Display  
7 Network for which no Smart Pricing Discount was applied.

8 **REQUEST FOR PRODUCTION NO. 27:** All Documents concerning the fees, revenues and/or  
9 other amounts charged and earned, if different, by Google for clicks originating from the Display  
10 Network for which the CanApplyClickCostMultiplier variable equaled “False”.

11 **REQUEST FOR PRODUCTION NO. 28:** All Documents concerning the fees, revenues and/or  
12 other amounts charged and earned by Google for clicks originating from Properties on the  
13 Display Network owned and/or operated by Mobile Partners.

14 **REQUEST FOR PRODUCTION NO. 29:** All Documents concerning the fees, revenues and/or  
15 other amounts charged and earned by Google for clicks originating from Properties on the  
16 Display Network owned and/or operated by Special Partners.

17 **REQUEST FOR PRODUCTION NO. 30:** All Documents and/or correspondence between  
18 Google and AdWords Advertisers concerning Smart Pricing, including, without limitation,  
19 documents concerning refunds demanded by AdWords Advertisers related to Smart Pricing  
20 and/or complaints related to Smart Pricing.

21 **REQUEST FOR PRODUCTION NO. 31:** All Documents produced by Google in connection  
22 with the *In re Google AdWords Litigation*, No. 5:08-CV-3369-EJD, in the Northern District of  
23 California concerning Smart Pricing, Smart Pricing Discounts, and Smart Pricing Data.

24 **REQUEST FOR PRODUCTION NO. 32:** All Documents relied upon and/or cited by Dr.  
25 Randolph Bucklin in preparation of GOOG00000101 – 165 and GOOG00000166 – 260,  
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1 including, without limitation, the deposition transcripts of Courtney Bowman and Hal Varian  
2 referenced by Dr. Bucklin.

3 **REQUEST FOR PRODUCTION NO. 33:** Un-redacted copies of all Documents (including any  
4 exhibits or attachments) filed in the *In re Google AdWords Litigation*, No. 5:08-CV-3369-EJD,  
5 in the Northern District of California.

6 **REQUEST FOR PRODUCTION NO. 34:** All Documents concerning the “go/ip-history”  
7 database referred to in GOOG00004720, including, without limitation, such database.

8 **REQUEST FOR PRODUCTION NO. 35:** All Documents concerning the “Location Extraction  
9 Server (LES)” database referred to in GOOG00004722, including, without limitation, such  
10 database.

11 **REQUEST FOR PRODUCTION NO. 36:** All Documents concerning all clicks identified by  
12 Plaintiff in paragraph 120 of the Complaint in possession of the “IPGeo team” as that term is  
13 used in GOOG00004720.

14 **REQUEST FOR PRODUCTION NO. 37:** All Documents identifying all clicks originating  
15 from a physical location outside the location selected by the AdWords Advertiser on the  
16 Location Targeting Settings Screen at the time of the click and all Location Targeting Data for  
17 each such click.

18  
19 DATED: May 6, 2013

Respectfully submitted,

20 /s/ Andrew G. Pate

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*Interim Co-Class Counsel*

## CERTIFICATE OF SERVICE

I hereby certify that on May 6, 2013, a true and correct copy of the foregoing document was served via electronic mail and first class mail upon all counsel of record.

/s/ Andrew G. Pate

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8 *Attorneys for Defendant Google Inc.*

9 UNITED STATES DISTRICT COURT  
10 NORTHERN DISTRICT OF CALIFORNIA  
11 SAN JOSE DIVISION

12 RICKS WOODS, Individually and On Behalf  
13 of All Others Similarly Situated,

14 Plaintiff,

15 v.

16 GOOGLE INC.,

17 Defendant.  
18

Case No. 11-cv-1263-EJD

**GOOGLE INC.'S OBJECTIONS AND  
RESPONSES TO PLAINTIFF'S  
SECOND SET OF REQUESTS FOR  
PRODUCTION OF DOCUMENTS**

19 Pursuant to Federal Rules of Civil Procedure 26 and 34, Defendant Google Inc.  
20 ("Google"), by and through its counsel of record, hereby objects and responds to Plaintiffs'  
21 Second Set of Requests for Production of Documents ("Requests") as follows.

22 **GENERAL STATEMENTS AND OBJECTIONS**

23 1. Google objects to the Instructions, Definitions, and Requests to the extent that  
24 they seek to impose on Google any obligations exceeding or differing from the requirements of  
25 the Federal Rules of Civil Procedure, the Local Rules and any orders of the presiding Court, or  
26 other applicable law. Google will comply with its obligations under the Rules and the law,  
27 which Plaintiffs have no authority to increase or alter.  
28

1           2.       Google objects to the Instructions, Definitions, and Requests to the extent that  
2 they seek information that was prepared in anticipation of litigation, constitute attorney work  
3 product, disclose mental impressions, conclusions, opinions or legal theories of any attorney for  
4 or other representative of Google, contain privileged attorney-client communications, or are  
5 otherwise protected from disclosure by any other privileges, laws, or rules. Google shall not  
6 produce such material in response to Plaintiffs' Requests. Any disclosure of such protected or  
7 privileged information is inadvertent and shall not be construed as a waiver of any applicable  
8 privileges or protections. Google reserves the right to correct the record with regard to any such  
9 inadvertent disclosure. Communications between and among Google's in-house counsel and  
10 outside attorneys, and between Google and its counsel, related to the instant litigation or any  
11 government investigation, are clearly subject to attorney-client privilege and/or the work product  
12 doctrine and not responsive to discovery regarding the claims at issue, and therefore will not be  
13 disclosed on any privilege log. To the extent that Google withholds documents it understands to  
14 be responsive to a particular request on the basis of this General Objection 2, it will do so based  
15 only on its specific objections to that particular request.

16           3.       Google further objects to these Requests to the extent they seek information  
17 regarding Google's activities or employees located outside of the United States as overbroad,  
18 unduly burdensome and outside the scope of information reasonably calculated to lead to the  
19 discovery of admissible evidence.

20           4.       Google further objects to the extent the Requests seek a complete and exhaustive  
21 response or explanation regarding any issue in this litigation, before discovery has been  
22 completed. Any response Google makes to any proper discovery requests by Plaintiffs will  
23 remain at all times subject to additional or different information that discovery or further  
24 investigation, analysis, or recollection may disclose. Accordingly, Google will at all times  
25 reserve the right to amend or supplement its objections and responses.

26           5.       Google reserves the right to make any use of, or to introduce at any hearing or  
27 trial, information that is responsive to Plaintiffs' requests, but reviewed, discovered, or  
28 discovered to be relevant subsequent to Google's responses herein.

1           6.     Google reserves the right to object on any ground at any time to such other or  
2 supplemental discovery requests as Plaintiffs may propound involving or relating to the same  
3 subject matter of these Requests.

4           7.     The responses below shall not be construed as an admission as to the relevance or  
5 admissibility of any statement or characterization contained in any request. Google reserves all  
6 objections, including without limitation objections as to competency, relevance, materiality,  
7 privilege, authenticity, or admissibility.

8           8.     The responses below shall not be construed as an admission of or agreement with  
9 any implication, statement, characterization or conclusions implied or stated in any instruction,  
10 definition, or request.

11          9.     The term “will produce” as used in these responses means that, subject to the  
12 general and specific objections set forth herein, Google will produce documents of the types or  
13 categories described to the extent that such documents exist and are within Google’s possession,  
14 custody and/or control. Google’s statement that it “will produce” documents, or other response  
15 to the Requests below, should not be construed as a statement or concession that responsive  
16 documents in fact exist.

17          10.    To the extent that pleadings and/or papers filed or served in this action are  
18 responsive to these Requests and without waiving the right to rely on any such documents for  
19 any purposes in this action, Google will not separately produce pleadings and/or papers filed or  
20 served in this action in response to discovery requests.

21          11.    Google reserves all of its rights under the Federal Rules of Civil Procedure, and  
22 any other applicable law or court rule. Google further reserves the right to make future motions  
23 and objections relating to the Requests at any subsequent stage of this action, including, but not  
24 limited to, the right to object to the use of any responses, or the subject matter thereof, on any  
25 ground (including materiality and relevance) in any proceeding in any action. Google’s  
26 responses are made based on its understanding and interpretation of each request. Google  
27 reserves the right to supplement or amend its objections and responses should Plaintiffs  
28

1 subsequently put forth an interpretation of any request that differs from that being used by  
2 Google for these responses.

3 12. Google's written responses and document productions will be made pursuant to  
4 the terms of the Protective Order entered in this matter. Google's decision, now or in the future,  
5 to provide materials in response to the Requests is not and should not be construed as (a) a  
6 waiver of Google's general objections or the objections asserted in response to specific Requests,  
7 (b) a stipulation that the material is relevant, properly requested, admissible at trial, or that  
8 responsive documents exist, or (c) an agreement that requests for similar information will be  
9 treated in a similar manner.

10 13. Google has not completed (a) its investigation of the facts relating to this case, (b)  
11 its discovery in this action, or (c) its preparation for trial. Thus, the following responses are  
12 based upon the information known at this time and are given without prejudice to Google's right  
13 to supplement its responses with any subsequently discovered or inadvertently omitted  
14 information. These responses do not preclude Google from later relying on facts or documents  
15 discovered or generated pursuant to further investigation or discovery which may be conducted  
16 after the date of these responses.

17 14. Google objects to the Instructions, Definitions, and Requests to the extent that  
18 they seek documents constituting or containing confidential or proprietary information, trade  
19 secrets, intellectual property, or commercially sensitive information. To the extent that any such  
20 documents may be produced, the production will occur only pursuant to the Protective Order  
21 entered in this matter and only to the extent Google can do so consistent with its legal,  
22 contractual and other confidentiality obligations.

23 15. Google objects to the Instructions, Definitions, and Requests to the extent that  
24 they seek information protected from discovery by any right to privacy or any other applicable  
25 privilege, including the right to privacy of third parties, or by Google's obligations under  
26 applicable law to protect such confidential information. To the extent that any such documents  
27 may be produced, the production will occur only pursuant to the Protective Order entered in this  
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1 matter and only to the extent Google can do so consistent with its legal and confidentiality  
2 obligations.

3 16. Google objects to the Instructions, Definitions, and Requests to the extent they  
4 seek documents constituting or containing information protected from disclosure by any statute,  
5 rule, or regulation. Google will provide such material in response only to the extent it can do so  
6 consistent with its legal obligations.

7 17. Google objects to the Instructions, Definitions, and Requests to the extent that  
8 they seek documents or information (1) not currently in Google's possession, custody, or control,  
9 or (2) that Google cannot locate after a reasonably diligent search. Google also objects to the  
10 Instructions, Definitions, and Requests to the extent they seek in any other way to subject Google  
11 to unreasonable and undue annoyance, oppression, burden, and expense; and/or seek to impose  
12 upon Google an obligation to investigate or discover information or materials from sources  
13 equally accessible to Plaintiffs.

14 18. Google objects to the Instructions, Definitions, and Requests to the extent they  
15 seek information readily available through public sources or records, on the grounds that such  
16 Requests unreasonably subject Google to undue burden and expense.

17 19. Google objects to the Instructions, Definitions, and Requests as overbroad, unduly  
18 burdensome, cumulative and duplicative to the extent that they seek the production of "all" and  
19 "any" documents of a specified type or nature. Google also objects to the Instructions,  
20 Definitions, and Requests as overbroad, vague and ambiguous, and not reasonably calculated to  
21 lead to the discovery of admissible evidence, to the extent that they seek information regarding  
22 "any" or "all" persons, entities, objects or events.

23 20. Google objects to the Instructions, Definitions, and Requests to the extent they  
24 require Google to provide Plaintiffs with direct access to Google's computer systems or  
25 hardware.

26 21. Google objects to the Instructions, Definitions, and Requests to the extent that  
27 they seek to restrict the facts, witnesses, and evidence on which Google may rely on at trial. By  
28 responding and objecting to these Requests, Google does not intend to, and does not, limit the

1 evidence on which it may rely to support its contentions and defenses at trial, or to rebut or  
2 impeach contentions, assertions, and evidence presented by Plaintiffs. Furthermore, Google  
3 reserves the right to supplement or amend its responses and objections.

4 22. Google objects to each Request to the extent that it calls for a legal conclusion.

5 23. Google objects to the Definitions and Instructions to the extent they purport to  
6 enlarge, expand, or alter in any way the plain meaning and scope of any specific term or specific  
7 Request on the ground that such enlargement, expansion, or alteration renders the term or  
8 Request vague, ambiguous, unintelligible, overbroad, unduly burdensome, and/or uncertain.

9 24. Google objects to Definition #9, and to the term “Communications,” on the  
10 grounds that the definition is overbroad, vague and ambiguous.

11 25. Google objects to Definition #14, and to the terms “Document,” “copies” and  
12 “drafts” used in that definition on the grounds that the definition is overbroad, vague and  
13 ambiguous and to the extent it extends beyond the meaning of that term as used in Rule 34 of the  
14 Federal Rules of Civil Procedure. Google reserves all rights to assert further objections to this  
15 definition and the scope of Plaintiffs’ Requests.

16 26. Google objects to Definition #15 and to the term “Electronic Media,” on the  
17 grounds that the definition is overbroad, vague and ambiguous and to the extent it extends  
18 beyond the meaning of that term as used in Rule 34 of the Federal Rules of Civil Procedure.  
19 Google further objects to the Instructions, Definitions, and Requests to the extent they seek  
20 electronically stored information that is not reasonably accessible by Google because of undue  
21 burden or cost. Google will provide responsive ESI pursuant to the terms of the Stipulation  
22 Regarding Production Format of Electronically Stored Information (“Format Stipulation”) in this  
23 Action and any additional agreements regarding the scope of preservation and collection of ESI  
24 that may be agreed upon by the parties in this matter.

25 27. Google objects to Definitions #15 and 16 and to the terms “Electronic Media” and  
26 “Electronic messages” used in those definitions to the extent that they purport to seek  
27 electronically stored information from sources that are not reasonably accessible because of  
28 undue burden or cost, including, without limitation:

- (a) Voicemail messages;
- (b) Instant messages;
- (c) Random access memory;
- (d) Floppy disks;
- (e) Zip disks;
- (f) Bernoulli disks;
- (g) Magnetic tape;
- (h) Video and sound recordings, including, without limitation, .wmv, .mpg, .mp3 and .wav files;
- (i) Information stored in unallocated space in file systems on magnetic media;
- (j) Information from handsets, mobile devices, and tablets;
- (k) Instant messaging communications;
- (l) Information stored on third-party social networking platforms;
- (m) Dynamic fields of databases or log files that are not retained in the usual course of business;
- (n) Drafts of documents and/or email messages generated by automated processes (“auto-saves”);
- (o) Backup systems;
- (p) Legacy systems; and
- (q) Information created or copied during the routine, good-faith performance of processes for the deployment, maintenance, retirement, and disposition of computer equipment.

28. Google objects to the Definition #17 and to the terms “subsidiary” and “affiliate,” used in that definition on the ground that the definition is overbroad, vague and ambiguous and to the extent it seeks information that is not currently in the possession, custody, or control of Google and/or not reasonably calculated to lead to the discovery of admissible evidence.

29. Google objects to Definition #17, and to the terms “You” and “Your” used in that definition to the extent the definition improperly expands the scope of discovery by seeking

1 information and documents that are not currently in the possession, custody, or control of  
2 Google. Google interprets “You” and “Your” to mean Google Inc., and responds on behalf of  
3 itself and no other person or entity. Google also objects to this definition to the extent it purports  
4 to include Google’s outside counsel or any third parties, and to the extent the definition purports  
5 to include “agents,” “employees,” or “anyone acting or purporting to act on their behalf or under  
6 their control,” because those terms are vague, ambiguous and overbroad. Google’s responses are  
7 limited to current and former employees of Google, Inc.

8 30. Google objects to these Requests to the extent they seek information and  
9 documents without defining a relevant time period as overbroad as to time, unduly burdensome  
10 and not reasonably calculated to lead to the discovery of admissible evidence. Google will limit  
11 its responses to the time period of April 1, 2004 to March 15, 2011.

12 31. Google objects to Instruction #1 and to these Requests to the extent they seek “all  
13 documents” related to particular subject matter to the extent that this renders them overbroad,  
14 unduly burdensome and not reasonably calculated to lead to the discovery of admissible  
15 evidence. Google will interpret Requests seeking “all documents” or “any documents” as  
16 seeking those documents and that information that Google is able to locate using reasonable  
17 diligence and judgment and without incurring undue burden and expense.

18 32. Google objects to Instruction #9 and the Plaintiff’s description of the “Relevant  
19 Period” to the extent they are overbroad as to time, unduly burdensome and not reasonably  
20 calculated to lead to the discovery of admissible evidence. Google will limit its responses to the  
21 time period of April 1, 2004 to April 9, 2013.

22 33. Google objects to Instructions #9 and 10 because they are unduly burdensome to  
23 the extent they purport to impose duties on Google that exceed the requirements set forth in Rule  
24 26 of the Federal Rules of Civil Procedure; to the extent they request information beyond that  
25 necessary to establish Google’s claim of privilege; and to the extent they request information  
26 protected by the attorney-client privilege, the work product doctrine, or any other applicable  
27 privilege or doctrine.

28

34. Google objects to Instruction #11 as overbroad and unduly burdensome, as not reasonably calculated to lead to the discovery of admissible evidence, and as seeking to impose obligations beyond those established by the Federal Rules of Civil Procedure.

35. Google further objects to these Requests on the grounds that they are overbroad, and seek information that is neither relevant to any party's claim or defense in this litigation, nor reasonably calculated to lead to the discovery of admissible evidence. To be discoverable, information must be "relevant to any party's claim or defense" and at least "reasonably calculated to lead to the discovery of admissible evidence." Fed. R. Civ. P. 26(b)(1).

The objections above are incorporated by reference as though fully set forth in each response below. Without waiving any of the foregoing objections, Google responds as follows:

## SPECIFIC OBJECTIONS AND RESPONSES

REQUEST NO. 1:

All Documents in the possession, custody, or control of all individuals identified in Google's Rule 26(a)(1) Initial Disclosures concerning the subject matters of relevant testimony listed for each individual.

**RESPONSE TO REQUEST NO. 1:** Google incorporates by reference its general statements stated above and makes the following specific objections to this Request. Google objects to this Request to the extent it seeks information protected by the attorney-client privilege and/or work product doctrine, protected as confidential settlement communications, or otherwise protected from disclosure by any other privileges, laws, or rules. Google further objects to the extent that this Request seeks “all documents” on the grounds that it therefore (a) is overly broad, unduly burdensome, ambiguous, and vague, (b) seeks information neither relevant to any claim or defense, of any party in this action nor reasonably calculated to lead to the discovery of admissible evidence, and (c) fails to describe with reasonable particularity each item or category of items to be inspected and/or produced as required by Fed. R. Civ. Pro. 34(b)(1)(A). Google interprets the phrase “all documents” or phrases of similar import to mean those documents and that information that Google is able to locate using reasonable diligence and judgment and without incurring undue burden and expense. Google further objects to this Request to the extent

1 it seeks information protected from discovery by any right to privacy or any other applicable  
2 privilege, including the right to privacy of third parties, or by Google's obligations under  
3 applicable law or pursuant to contract to protect such confidential information.

4 Subject to the foregoing objections, and without waiving them, Google will produce  
5 nonprivileged documents in its possession, custody, or control that may be identified after a  
6 reasonable search and diligent inquiry in reasonably accessible sources of information, that are in  
7 the possession, custody, or control of the individuals identified in Google's Rule 26(a)(1) Initial  
8 Disclosures, as amended, concerning the subject matters of relevant testimony listed for each  
9 individual, to the extent that such documents exist in reasonably accessible sources.

10 **REQUEST NO. 2:**

11 All Documents referenced or identified in Google's Rule 26(a)(1) Initial Disclosures.

12 **RESPONSE TO REQUEST NO. 2:**

13 Google incorporates by reference its general statements made above and makes the  
14 following specific objections to this Request. Google objects to this Request to the extent it  
15 seeks information protected by the attorney-client privilege and/or work product doctrine,  
16 protected as confidential settlement communications, or otherwise protected from disclosure by  
17 any other privileges, laws, or rules. Google further objects to the extent that this Request seeks  
18 "all documents" on the grounds that it therefore (a) is overly broad, unduly burdensome,  
19 ambiguous, and vague, (b) seeks information neither relevant to any claim or defense of any  
20 party in this action nor reasonably calculated to lead to the discovery of admissible evidence, and  
21 (c) fails to describe with reasonable particularity each item or category of items to be inspected  
22 and/or produced as required by Fed. R. Civ. Pro. 34(b)(1)(A). Google interprets the phrase "all  
23 documents" or phrases of similar import to mean those documents and that information that  
24 Google is able to locate using reasonable diligence and judgment and without incurring undue  
25 burden and expense. Google further objects to this Request to the extent it seeks information  
26 protected from discovery by any right to privacy or any other applicable privilege, including the  
27 right to privacy of third parties, or by Google's obligations under applicable law or pursuant to  
28 contract to protect such confidential information.

1 Subject to the foregoing objections, and without waiving them, Google will produce  
2 nonprivileged documents in its possession, custody, or control that may be identified after a  
3 reasonable search and diligent inquiry in reasonably accessible sources of information, that are  
4 referenced or identified in Google's Rule 26(a)(1) Initial Disclosures, as amended, to the extent  
5 that such documents exist in reasonably accessible sources.

6 **REQUEST NO. 3:**

7 All Documents concerning the composition, definition, description, characterization,  
8 and/or classification of the Display Network including, without limitation, Documents sufficient  
9 to identify all Properties belonging to the Display Network.

10 **RESPONSE TO REQUEST NO. 3:**

11 Google incorporates by reference its general statements made above and makes the  
12 following specific objections to this Request. Google objects to this Request to the extent it  
13 seeks information protected by the attorney-client privilege and/or work product doctrine,  
14 protected as confidential settlement communications, or otherwise protected from disclosure by  
15 any other privileges, laws, or rules. Google further objects to the extent that this Request seeks  
16 "all documents" on the grounds that it therefore (a) is overly broad, unduly burdensome,  
17 ambiguous, and vague, (b) seeks information neither relevant to any claim or defense of any  
18 party in this action nor reasonably calculated to lead to the discovery of admissible evidence, and  
19 (c) fails to describe with reasonable particularity each item or category of items to be inspected  
20 and/or produced as required by Fed. R. Civ. Pro. 34(b)(1)(A). Google interprets the phrase "all  
21 documents" or phrases of similar import to mean those documents and that information that  
22 Google is able to locate using reasonable diligence and judgment and without incurring undue  
23 burden and expense. Google further objects to this Request to the extent it seeks information  
24 protected from discovery by any right to privacy or any other applicable privilege, including the  
25 right to privacy of third parties, or by Google's obligations under applicable law or pursuant to  
26 contract to protect such confidential information. Google further objects to this Request on the  
27 grounds that the phrase "Documents sufficient to identify all Properties belonging to the Display  
28 Network" is vague, ambiguous, overly broad, unduly burdensome, and subject to multiple

1 interpretations. Google further to objects to this Request to the extent it seeks information  
2 constituting or containing information protected from disclosure by any statute, rule, or  
3 regulation. Google will produce such material or make it available for inspection in response  
4 only to the extent it can do so consistent with its legal obligations and/or subject to the Protective  
5 Order entered in this action.

6 Subject to the foregoing objections, and without waiving them, Google will produce  
7 nonprivileged documents in its possession, custody, or control that may be identified after a  
8 reasonable search and diligent inquiry in reasonably accessible sources of information, that are  
9 sufficient to identify Properties belonging to the Display Network. Where information within the  
10 scope of this agreement to produce resides in a database, Google will confer with Plaintiff  
11 regarding the scope and nature of reports to be generated from this database and will produce any  
12 reports so generated in the manner contemplated in the parties' Stipulated Order re: Discovery of  
13 Electronically Stored Information for Standard Litigation.

14 **REQUEST NO. 4:**

15 All versions of the website (and associated webpages) located at  
16 [www.google.com/ads/displaynetwork](http://www.google.com/ads/displaynetwork).

17 **RESPONSE TO REQUEST NO. 4:**

18 Google incorporates by reference its general statements made above and makes the  
19 following specific objections to this Request. Google objects to this Request to the extent it  
20 seeks information protected by the attorney-client privilege and/or work product doctrine,  
21 protected as confidential settlement communications, or otherwise protected from disclosure by  
22 any other privileges, laws, or rules. Google further objects to the extent that this Request seeks  
23 "all versions of the website (and associated webpages)" on the grounds that it therefore (a) is  
24 overly broad, unduly burdensome, ambiguous, and vague, (b) seeks information neither relevant  
25 to any claim or defense of any party in this action nor reasonably calculated to lead to the  
26 discovery of admissible evidence, and (c) fails to describe with reasonable particularity each item  
27 or category of items to be inspected and/or produced as required by Fed. R. Civ. Pro.  
28 34(b)(1)(A). Google interprets the phrase "all documents" or phrases of similar import to mean



1 those documents and that information that Google is able to locate using reasonable diligence  
2 and judgment and without incurring undue burden and expense. Google further objects to this  
3 Request to the extent it seeks information protected from discovery by any right to privacy or  
4 any other applicable privilege, including the right to privacy of third parties, or by Google's  
5 obligations under applicable law or pursuant to contract to protect such confidential information.  
6 Google further to objects to this Request to the extent it seeks information constituting or  
7 containing information protected from disclosure by any statute, rule, or regulation. Google will  
8 produce such material or make it available for inspection in response only to the extent it can do  
9 so consistent with its legal obligations and/or subject to the Protective Order entered in this  
10 action.

11 Subject to the foregoing objections, and without waiving them, Google will produce  
12 nonprivileged documents in its possession, custody, or control that may be identified after a  
13 reasonable search and diligent inquiry in reasonably accessible sources of information that reflect  
14 versions of the website and associated webpages located at  
15 www.google.com/ads/displaynetwork, to the extent that such documents exist in reasonably  
16 accessible sources.

17 **REQUEST NO. 5:**

18 All Documents concerning the composition, definition, description, characterization,  
19 and/or classification of the Search Network, including, without limitation, Documents sufficient  
20 to identify all Properties belonging to the Search Network.

21 **RESPONSE TO REQUEST NO. 5:**

22 Google incorporates by reference its general statements made above and makes the  
23 following specific objections to this Request. Google objects to this Request to the extent it  
24 seeks information protected by the attorney-client privilege and/or work product doctrine,  
25 protected as confidential settlement communications, or otherwise protected from disclosure by  
26 any other privileges, laws, or rules. Google further objects to the extent that this Request seeks  
27 "all documents" on the grounds that it therefore (a) is overly broad, unduly burdensome,  
28 ambiguous, and vague, (b) seeks information neither relevant to any claim or defense of any

1 party in this action nor reasonably calculated to lead to the discovery of admissible evidence, and  
2 (c) fails to describe with reasonable particularity each item or category of items to be inspected  
3 and/or produced as required by Fed. R. Civ. Pro. 34(b)(1)(A). Google interprets the phrase “all  
4 documents” or phrases of similar import to mean those documents and that information that  
5 Google is able to locate using reasonable diligence and judgment and without incurring undue  
6 burden and expense. Google further objects to this Request to the extent it seeks information  
7 protected from discovery by any right to privacy or any other applicable privilege, including the  
8 right to privacy of third parties, or by Google’s obligations under applicable law or pursuant to  
9 contract to protect such confidential information. Google further to objects to this Request to the  
10 extent it seeks information constituting or containing information protected from disclosure by  
11 any statute, rule, or regulation. Google will produce such material or make it available for  
12 inspection in response only to the extent it can do so consistent with its legal obligations and/or  
13 subject to the Protective Order entered in this action. Google further objects to this Request to  
14 the extent that the term “Properties belonging to the search network” is vague and ambiguous  
15 and subject to varying interpretations.

16 Subject to the foregoing objections, and without waiving them, Google will produce  
17 nonprivileged documents in its possession, custody, or control that may be identified after a  
18 reasonable search and diligent inquiry in reasonably accessible sources of information, that are  
19 sufficient to identify Properties belonging to the Search Network. Where information within the  
20 scope of this agreement to produce resides in a database, Google will confer with Plaintiff  
21 regarding the scope and nature of reports to be generated from this database and will produce any  
22 reports so generated in the manner contemplated in the parties’ Stipulated Order re: Discovery of  
23 Electronically Stored Information for Standard Litigation.

24 **REQUEST NO. 6:**

25 All Documents concerning the definitions of, and/or distinctions between, any category  
26 of Ads displayed on Properties owned and/or operated by Mobile Partners including, without  
27 limitation: Ads displayed on applications on mobile devices (as described in Exhibit J to the  
28

1 Complaint); Ads displayed on mobile devices with full Internet browsers (as described in Exhibit  
2 L to the Complaint); and WAP mobile ads (as described in Exhibit L to the Complaint).

3 **RESPONSE TO REQUEST NO. 6:**

4 Google incorporates by reference its general statements made above and makes the  
5 following specific objections to this Request. Google objects to this Request to the extent it  
6 seeks information protected by the attorney-client privilege and/or work product doctrine,  
7 protected as confidential settlement communications, or otherwise protected from disclosure by  
8 any other privileges, laws, or rules. Google further objects to the extent that this Request seeks  
9 “all documents” on the grounds that it therefore (a) is overly broad, unduly burdensome,  
10 ambiguous, and vague, (b) seeks information neither relevant to any claim or defense of any  
11 party in this action nor reasonably calculated to lead to the discovery of admissible evidence, and  
12 (c) fails to describe with reasonable particularity each item or category of items to be inspected  
13 and/or produced as required by Fed. R. Civ. Pro. 34(b)(1)(A). Google interprets the phrase “all  
14 documents” or phrases of similar import to mean those documents and that information that  
15 Google is able to locate using reasonable diligence and judgment and without incurring undue  
16 burden and expense. Google further objects to this Request to the extent it seeks information  
17 protected from discovery by any right to privacy or any other applicable privilege, including the  
18 right to privacy of third parties, or by Google’s obligations under applicable law or pursuant to  
19 contract to protect such confidential information. Google further to objects to this Request to the  
20 extent it seeks information constituting or containing information protected from disclosure by  
21 any statute, rule, or regulation. Google will produce such material or make it available for  
22 inspection in response only to the extent it can do so consistent with its legal obligations and/or  
23 subject to the Protective Order entered in this action.

24 Subject to the foregoing objections, and without waiving them, Google will produce  
25 nonprivileged documents in its possession, custody, or control that may be identified after a  
26 reasonable search and diligent inquiry in reasonably accessible sources of information, that  
27 concern the definitions of or distinctions between categories of Ads displayed on Properties  
28 owned and/or operated by Mobile Partners, to the extent that such documents exist in reasonably

1 accessible sources. Where information within the scope of this agreement to produce resides in a  
2 database, Google will confer with Plaintiff regarding the scope and nature of reports to be  
3 generated from this database and will produce any reports so generated in the manner  
4 contemplated in the parties' Stipulated Order re: Discovery of Electronically Stored Information  
5 for Standard Litigation.

6 **REQUEST NO. 7:**

7 All Documents concerning Smart Pricing, Smart Pricing Discounts, and Smart Pricing  
8 Data. For example, this Request includes Documents concerning: the purpose of Smart Pricing;  
9 the function (including source code) of Smart Pricing; and Google's method(s) for determining,  
10 calculating, and/or recording Smart Pricing Discounts and Smart Pricing Data.

11 **RESPONSE TO REQUEST NO. 7:**

12 Google incorporates by reference its general statements made above and makes the  
13 following specific objections to this Request. Google objects to this Request to the extent it  
14 seeks information protected by the attorney-client privilege and/or work product doctrine,  
15 protected as confidential settlement communications, or otherwise protected from disclosure by  
16 any other privileges, laws, or rules. Google further objects to the extent that this Request seeks  
17 "all documents" on the grounds that it therefore (a) is overly broad, unduly burdensome,  
18 ambiguous, and vague, (b) seeks information neither relevant to any claim or defense of any  
19 party in this action nor reasonably calculated to lead to the discovery of admissible evidence, and  
20 (c) fails to describe with reasonable particularity each item or category of items to be inspected  
21 and/or produced as required by Fed. R. Civ. Pro. 34(b)(1)(A). Google interprets the phrase "all  
22 documents" or phrases of similar import to mean those documents and that information that  
23 Google is able to locate using reasonable diligence and judgment and without incurring undue  
24 burden and expense. Google further objects to this Request to the extent it seeks information  
25 protected from discovery by any right to privacy or any other applicable privilege, including the  
26 right to privacy of third parties, or by Google's obligations under applicable law or pursuant to  
27 contract to protect such confidential information. Google further to objects to this Request to the  
28 extent it seeks information constituting or containing information protected from disclosure by

1 any statute, rule, or regulation. Google will produce such material or make it available for  
2 inspection in response only to the extent it can do so consistent with its legal obligations and/or  
3 subject to the Protective Order entered in this action.

4 Subject to the foregoing objections, and without waiving them, Google will produce  
5 nonprivileged documents in its possession, custody, or control that may be identified after a  
6 reasonable search and diligent inquiry in reasonably accessible sources of information that show  
7 the characteristics of Smart Pricing, Smart Pricing Discounts, and Smart Pricing Data to the  
8 extent that such documents exist in reasonably accessible sources. Where information within the  
9 scope of this agreement to produce resides in a database, Google will confer with Plaintiff  
10 regarding the scope and nature of reports to be generated from this database and will produce any  
11 reports so generated in the manner contemplated in the parties' Stipulated Order re: Discovery of  
12 Electronically Stored Information for Standard Litigation.

13 **REQUEST NO. 8:**

14 All Documents concerning the "proprietary algorithm" referenced by Google in  
15 Paragraph 37 of its Answer, including the "proprietary algorithm" itself.

16 **RESPONSE TO REQUEST NO. 8:**

17 Google incorporates by reference its general statements made above and makes the  
18 following specific objections to this Request. Google objects to this Request to the extent it  
19 seeks information protected by the attorney-client privilege and/or work product doctrine,  
20 protected as confidential settlement communications, or otherwise protected from disclosure by  
21 any other privileges, laws, or rules. Google further objects to this Request to the extent it seeks  
22 information protected from discovery by any right to privacy or any other applicable privilege,  
23 including the right to privacy of third parties, or by Google's obligations under applicable law or  
24 pursuant to contract to protect such confidential information. Google further to objects to this  
25 Request to the extent it seeks information constituting or containing information protected from  
26 disclosure by any statute, rule, or regulation. Google will produce such material or make it  
27 available for inspection in response only to the extent it can do so consistent with its legal  
28 obligations and/or subject to the Protective Order entered in this action.

1 Subject to the foregoing objections, and without waiving them, Google will meet and  
2 confer with Plaintiff regarding whether, at an appropriate stage in this Action, it may make  
3 available for inspection, subject to the terms of the Protective Order in this action as they apply  
4 to source code, nonprivileged documents in its possession, custody, or control that may be  
5 identified after a reasonable search and diligent inquiry in reasonably accessible sources of  
6 information that relate to the “proprietary algorithm” referenced in Paragraph 37 of its Answer.

7 **REQUEST NO. 9:**

8 All Documents concerning the purposes and/or roles of ClickCostMultipliers, the  
9 CanApplyClickCostMultiplier, and Conversion Scores.

10 **RESPONSE TO REQUEST NO. 9:**

11 Google incorporates by reference its general statements made above and makes the  
12 following specific objections to this Request. Google objects to this Request to the extent it  
13 seeks information protected by the attorney-client privilege and/or work product doctrine,  
14 protected as confidential settlement communications, or otherwise protected from disclosure by  
15 any other privileges, laws, or rules. Google further objects to the extent that this Request seeks  
16 “all documents” on the grounds that it therefore (a) is overly broad, unduly burdensome,  
17 ambiguous, and vague, (b) seeks information neither relevant to any claim or defense of any  
18 party in this action nor reasonably calculated to lead to the discovery of admissible evidence, and  
19 (c) fails to describe with reasonable particularity each item or category of items to be inspected  
20 and/or produced as required by Fed. R. Civ. Pro. 34(b)(1)(A). Google interprets the phrase “all  
21 documents” or phrases of similar import to mean those documents and that information that  
22 Google is able to locate using reasonable diligence and judgment and without incurring undue  
23 burden and expense. Google further objects to this Request to the extent it seeks information  
24 protected from discovery by any right to privacy or any other applicable privilege, including the  
25 right to privacy of third parties, or by Google’s obligations under applicable law or pursuant to  
26 contract to protect such confidential information. Google further to objects to this Request to the  
27 extent it seeks information constituting or containing information protected from disclosure by  
28 any statute, rule, or regulation. Google will produce such material or make it available for

1 inspection in response only to the extent it can do so consistent with its legal obligations and/or  
2 subject to the Protective Order entered in this action.

3 Subject to the foregoing objections, and without waiving them, Google will produce  
4 nonprivileged documents in its possession, custody, or control that may be identified after a  
5 reasonable search and diligent inquiry in reasonably accessible sources of information, that relate  
6 to the purposes and/or roles of ClickCostMultipliers, the CanApplyClickCostMultiplier, and  
7 Conversion Scores, to the extent that such documents exist in reasonably accessible sources.  
8 Where information within the scope of this agreement to produce resides in a database, Google  
9 will confer with Plaintiff regarding the scope and nature of reports to be generated from this  
10 database and will produce any reports so generated in the manner contemplated in the parties'  
11 Stipulated Order re: Discovery of Electronically Stored Information for Standard Litigation.

12 **REQUEST NO. 10:**

13 All Documents concerning any studies, reports, and/or analyses related to Smart Pricing,  
14 Smart Pricing Discounts, and Smart Pricing Data.

15 **RESPONSE TO REQUEST NO. 10:**

16 Google incorporates by reference its general statements made above and makes the  
17 following specific objections to this Request. Google objects to this Request to the extent it  
18 seeks information protected by the attorney-client privilege and/or work product doctrine,  
19 protected as confidential settlement communications, or otherwise protected from disclosure by  
20 any other privileges, laws, or rules. Google further objects to the extent that this Request seeks  
21 "all documents" on the grounds that it therefore (a) is overly broad, unduly burdensome,  
22 ambiguous, and vague, (b) seeks information neither relevant to any claim or defense of any  
23 party in this action nor reasonably calculated to lead to the discovery of admissible evidence, and  
24 (c) fails to describe with reasonable particularity each item or category of items to be inspected  
25 and/or produced as required by Fed. R. Civ. Pro. 34(b)(1)(A). Google interprets the phrase "all  
26 documents" or phrases of similar import to mean those documents and that information that  
27 Google is able to locate using reasonable diligence and judgment and without incurring undue  
28 burden and expense. Google further objects to this Request to the extent it seeks information

1 protected from discovery by any right to privacy or any other applicable privilege, including the  
2 right to privacy of third parties, or by Google's obligations under applicable law or pursuant to  
3 contract to protect such confidential information. Google further to objects to this Request to the  
4 extent it seeks information constituting or containing information protected from disclosure by  
5 any statute, rule, or regulation. Google will produce such material or make it available for  
6 inspection in response only to the extent it can do so consistent with its legal obligations and/or  
7 subject to the Protective Order entered in this action.

8 Subject to the foregoing objections, and without waiving them, Google will produce  
9 nonprivileged documents in its possession, custody, or control that may be identified after a  
10 reasonable search and diligent inquiry in reasonably accessible sources of information, that  
11 comprise studies, reports, and/or analyses related to Smart Pricing, Smart Pricing Discounts, and  
12 Smart Pricing Data, to the extent that such documents exist in reasonably accessible sources.  
13 Where information within the scope of this agreement to produce resides in a database, Google  
14 will confer with Plaintiff regarding the scope and nature of reports to be generated from this  
15 database and will produce any reports so generated in the manner contemplated in the parties'  
16 Stipulated Order re: Discovery of Electronically Stored Information for Standard Litigation.

17 **REQUEST NO. 11:**

18 All Documents concerning Communications related to Smart Pricing, Smart Pricing  
19 Discounts, and Smart Pricing Data. For example, this Request includes Communications  
20 concerning: the purpose of Smart Pricing; the application of Smart Pricing Discounts to clicks  
21 from particular Properties, Partners, and/or categories of Properties; and Google's method(s) for  
22 determining, calculating, and/or recording Smart Pricing Discounts and Smart Pricing Data.

23 **RESPONSE TO REQUEST NO. 11:**

24 Google incorporates by reference its general statements made above and makes the  
25 following specific objections to this Request. Google objects to this Request to the extent it  
26 seeks information protected by the attorney-client privilege and/or work product doctrine,  
27 protected as confidential settlement communications, or otherwise protected from disclosure by  
28 any other privileges, laws, or rules. Google further objects to the extent that this Request seeks



1 “all documents” on the grounds that it therefore (a) is overly broad, unduly burdensome,  
2 ambiguous, and vague, (b) seeks information neither relevant to any claim or defense of any  
3 party in this action nor reasonably calculated to lead to the discovery of admissible evidence, and  
4 (c) fails to describe with reasonable particularity each item or category of items to be inspected  
5 and/or produced as required by Fed. R. Civ. Pro. 34(b)(1)(A). Google interprets the phrase “all  
6 documents” or phrases of similar import to mean those documents and that information that  
7 Google is able to locate using reasonable diligence and judgment and without incurring undue  
8 burden and expense. Google further objects to this Request to the extent it seeks information  
9 protected from discovery by any right to privacy or any other applicable privilege, including the  
10 right to privacy of third parties, or by Google’s obligations under applicable law or pursuant to  
11 contract to protect such confidential information. Google further to objects to this Request to the  
12 extent it seeks information constituting or containing information protected from disclosure by  
13 any statute, rule, or regulation. Google will produce such material or make it available for  
14 inspection in response only to the extent it can do so consistent with its legal obligations and/or  
15 subject to the Protective Order entered in this action.

16 Subject to the foregoing objections, and without waiving them, Google will produce  
17 nonprivileged documents in its possession, custody, or control that may be identified after a  
18 reasonable search and diligent inquiry in reasonably accessible sources of information, that relate  
19 to studies, reports, and/or analyses related to Smart Pricing, Smart Pricing Discounts, and Smart  
20 Pricing Data, to the extent that such documents exist in reasonably accessible sources. Where  
21 information within the scope of this agreement to produce resides in a database, Google will  
22 confer with Plaintiff regarding the scope and nature of reports to be generated from this database  
23 and will produce any reports so generated in the manner contemplated in the parties’ Stipulated  
24 Order re: Discovery of Electronically Stored Information for Standard Litigation.

25 **REQUEST NO. 12:**

26 All Documents concerning Google’s policies, practices, decisions, guidelines,  
27 procedures, or standards regarding the application of Smart Pricing and/or Smart Pricing  
28 Discounts to clicks on Ads. For example, this Request includes Google’s methods for

determining: whether to apply a Smart Pricing Discount to a particular click, Partner, and/or Property; and Google's method(s) for determining and/or calculating Smart Pricing Discounts and Smart Pricing Data.

**RESPONSE TO REQUEST NO. 12:**

Google incorporates by reference its general statements made above and makes the following specific objections to this Request. Google objects to this Request to the extent it seeks information protected by the attorney-client privilege and/or work product doctrine, protected as confidential settlement communications, or otherwise protected from disclosure by any other privileges, laws, or rules. Google further objects to the extent that this Request seeks "all documents" on the grounds that it therefore (a) is overly broad, unduly burdensome, ambiguous, and vague, (b) seeks information neither relevant to any claim or defense of any party in this action nor reasonably calculated to lead to the discovery of admissible evidence, and (c) fails to describe with reasonable particularity each item or category of items to be inspected and/or produced as required by Fed. R. Civ. Pro. 34(b)(1)(A). Google interprets the phrase "all documents" or phrases of similar import to mean those documents and that information that Google is able to locate using reasonable diligence and judgment and without incurring undue burden and expense. Google further objects to this Request to the extent it seeks information protected from discovery by any right to privacy or any other applicable privilege, including the right to privacy of third parties, or by Google's obligations under applicable law or pursuant to contract to protect such confidential information. Google further to objects to this Request to the extent it seeks information constituting or containing information protected from disclosure by any statute, rule, or regulation. Google will produce such material or make it available for inspection in response only to the extent it can do so consistent with its legal obligations and/or subject to the Protective Order entered in this action.

Subject to the foregoing objections, and without waiving them, Google will produce nonprivileged documents in its possession, custody, or control that may be identified after a reasonable search and diligent inquiry in reasonably accessible sources of information, that relate to Google's policies, practices, decisions, guidelines, procedures, or standards regarding the

1 application of Smart Pricing and/or Smart Pricing Discounts to clicks on Ads, to the extent that  
2 such documents exist in reasonably accessible sources. Where information within the scope of  
3 this agreement to produce resides in a database, Google will confer with Plaintiff regarding the  
4 scope and nature of reports to be generated from this database and will produce any reports so  
5 generated in the manner contemplated in the parties' Stipulated Order re: Discovery of  
6 Electronically Stored Information for Standard Litigation.

7 **REQUEST NO. 13:**

8 All Documents concerning Smart Pricing published by Google including, without  
9 limitation, Documents published on the AdWords Help Center, the AdWords Website, and any  
10 Documents linked thereto.

11 **RESPONSE TO REQUEST NO. 13:**

12 Google incorporates by reference its general statements made above and makes the  
13 following specific objections to this Request. Google objects to this Request to the extent it  
14 seeks information protected by the attorney-client privilege and/or work product doctrine,  
15 protected as confidential settlement communications, or otherwise protected from disclosure by  
16 any other privileges, laws, or rules. Google further objects to the extent that this Request seeks  
17 "all documents" on the grounds that it therefore (a) is overly broad, unduly burdensome,  
18 ambiguous, and vague, (b) seeks information neither relevant to any claim or defense of any  
19 party in this action nor reasonably calculated to lead to the discovery of admissible evidence, and  
20 (c) fails to describe with reasonable particularity each item or category of items to be inspected  
21 and/or produced as required by Fed. R. Civ. Pro. 34(b)(1)(A). Google interprets the phrase "all  
22 documents" or phrases of similar import to mean those documents and that information that  
23 Google is able to locate using reasonable diligence and judgment and without incurring undue  
24 burden and expense. Google further objects to this Request to the extent it seeks information  
25 protected from discovery by any right to privacy or any other applicable privilege, including the  
26 right to privacy of third parties, or by Google's obligations under applicable law or pursuant to  
27 contract to protect such confidential information. Google further to objects to this Request to the  
28 extent it seeks information constituting or containing information protected from disclosure by

1 any statute, rule, or regulation. Google will produce such material or make it available for  
2 inspection in response only to the extent it can do so consistent with its legal obligations and/or  
3 subject to the Protective Order entered in this action.

4 Subject to the foregoing objections, and without waiving them, Google will produce  
5 nonprivileged documents in its possession, custody, or control that may be identified after a  
6 reasonable search and diligent inquiry in reasonably accessible sources of information,  
7 comprising documents concerning Smart Pricing published by Google, to the extent that such  
8 documents exist in reasonably accessible sources.

9 **REQUEST NO. 14:**

10 All Documents concerning Communications related to the Documents requested in  
11 Request for Production No. 13.

12 **RESPONSE TO REQUEST NO. 14:**

13 Google incorporates by reference its general statements made above and makes the  
14 following specific objections to this Request. Google objects to this Request to the extent it  
15 seeks information protected by the attorney-client privilege and/or work product doctrine,  
16 protected as confidential settlement communications, or otherwise protected from disclosure by  
17 any other privileges, laws, or rules. Google further objects to the extent that this Request seeks  
18 “all documents” on the grounds that it therefore (a) is overly broad, unduly burdensome,  
19 ambiguous, and vague, (b) seeks information neither relevant to any claim or defense of any  
20 party in this action nor reasonably calculated to lead to the discovery of admissible evidence, and  
21 (c) fails to describe with reasonable particularity each item or category of items to be inspected  
22 and/or produced as required by Fed. R. Civ. Pro. 34(b)(1)(A). Google interprets the phrase “all  
23 documents” or phrases of similar import to mean those documents and that information that  
24 Google is able to locate using reasonable diligence and judgment and without incurring undue  
25 burden and expense. Google further objects to this Request to the extent it seeks information  
26 protected from discovery by any right to privacy or any other applicable privilege, including the  
27 right to privacy of third parties, or by Google’s obligations under applicable law or pursuant to  
28 contract to protect such confidential information. Google further to objects to this Request to the

1 extent it seeks information constituting or containing information protected from disclosure by  
2 any statute, rule, or regulation. Google will produce such material or make it available for  
3 inspection in response only to the extent it can do so consistent with its legal obligations and/or  
4 subject to the Protective Order entered in this action.

5 Subject to the foregoing objections, and without waiving them, Google will produce  
6 nonprivileged documents in its possession, custody, or control that may be identified after a  
7 reasonable search and diligent inquiry in reasonably accessible sources of information,  
8 comprising communications about documents concerning Smart Pricing published by Google, to  
9 the extent that such documents exist in reasonably accessible sources.

10 **REQUEST NO. 15:**

11 All Documents reflecting, discussing, describing, and/or referencing in any manner  
12 Google's "measurements for the applicable Program" as that phrase is used in paragraph 7 of  
13 Exhibit A to the Complaint.

14 **RESPONSE TO REQUEST NO. 15:**

15 Google incorporates by reference its general statements made above and makes the  
16 following specific objections to this Request. Google objects to this Request to the extent it  
17 seeks information protected by the attorney-client privilege and/or work product doctrine,  
18 protected as confidential settlement communications, or otherwise protected from disclosure by  
19 any other privileges, laws, or rules. Google further objects to the extent that this Request seeks  
20 "all documents" on the grounds that it therefore (a) is overly broad, unduly burdensome,  
21 ambiguous, and vague, (b) seeks information neither relevant to any claim or defense of any  
22 party in this action nor reasonably calculated to lead to the discovery of admissible evidence, and  
23 (c) fails to describe with reasonable particularity each item or category of items to be inspected  
24 and/or produced as required by Fed. R. Civ. Pro. 34(b)(1)(A). Google interprets the phrase "all  
25 documents" or phrases of similar import to mean those documents and that information that  
26 Google is able to locate using reasonable diligence and judgment and without incurring undue  
27 burden and expense. Google further objects to this Request on the grounds and to the extent that  
28 it is duplicative of other Requests. Google further objects to this Request to the extent it seeks

1 information protected from discovery by any right to privacy or any other applicable privilege,  
2 including the right to privacy of third parties, or by Google's obligations under applicable law or  
3 pursuant to contract to protect such confidential information. Google further to objects to this  
4 Request to the extent it seeks information constituting or containing information protected from  
5 disclosure by any statute, rule, or regulation. Google will produce such material or make it  
6 available for inspection in response only to the extent it can do so consistent with its legal  
7 obligations and/or subject to the Protective Order entered in this action.

8 Subject to the foregoing objections, and without waiving them, Google will produce  
9 nonprivileged documents in its possession, custody, or control that may be identified after a  
10 reasonable search and diligent inquiry in reasonably accessible sources of information, that  
11 reflect, discuss, describe, and/or reference in any manner Google's "measurements for the  
12 applicable Program" as that phrase is used in paragraph 7 of Exhibit A to the Complaint..

13 **REQUEST NO. 16:**

14 All drafts of Exhibits B-G, I-J, and L, all Communications concerning Exhibits B-G, I-  
15 J, and L, and all versions of Exhibits B-G, I-J, and L published by Google.

16 **RESPONSE TO REQUEST NO. 16:**

17 Google incorporates by reference its general statements made above and makes the  
18 following specific objections to this Request. Google objects to this Request to the extent it  
19 seeks information protected by the attorney-client privilege and/or work product doctrine,  
20 protected as confidential settlement communications, or otherwise protected from disclosure by  
21 any other privileges, laws, or rules. Google further objects to the extent that this Request seeks  
22 "all documents" on the grounds that it therefore (a) is overly broad, unduly burdensome,  
23 ambiguous, and vague, (b) seeks information neither relevant to any claim or defense of any  
24 party in this action nor reasonably calculated to lead to the discovery of admissible evidence, and  
25 (c) fails to describe with reasonable particularity each item or category of items to be inspected  
26 and/or produced as required by Fed. R. Civ. Pro. 34(b)(1)(A). Google interprets the phrase "all  
27 documents" or phrases of similar import to mean those documents and that information that  
28 Google is able to locate using reasonable diligence and judgment and without incurring undue

1 burden and expense. Google further objects to this Request to the extent it seeks information  
2 protected from discovery by any right to privacy or any other applicable privilege, including the  
3 right to privacy of third parties, or by Google's obligations under applicable law or pursuant to  
4 contract to protect such confidential information. Google further to objects to this Request to the  
5 extent it seeks information constituting or containing information protected from disclosure by  
6 any statute, rule, or regulation. Google will produce such material or make it available for  
7 inspection in response only to the extent it can do so consistent with its legal obligations and/or  
8 subject to the Protective Order entered in this action.

9 Subject to the foregoing objections, and without waiving them, Google will produce  
10 nonprivileged documents in its possession, custody, or control that may be identified after a  
11 reasonable search and diligent inquiry in reasonably accessible sources of information, that  
12 comprise versions of exhibits B-G, I-J, and L, to the extent that such documents exist in  
13 reasonably accessible sources.

14 **REQUEST NO. 17:**

15 All Documents concerning all agreements with Special Partners related to delivering Ads  
16 for display on Properties owned and/or operated by Special Partners.

17 **RESPONSE TO REQUEST NO. 17:**

18 Google incorporates by reference its general statements made above and makes the  
19 following specific objections to this Request. Google objects to this Request to the extent it  
20 seeks information protected by the attorney-client privilege and/or work product doctrine,  
21 protected as confidential settlement communications, or otherwise protected from disclosure by  
22 any other privileges, laws, or rules. Google further objects to the extent that this Request seeks  
23 "all documents" on the grounds that it therefore (a) is overly broad, unduly burdensome,  
24 ambiguous, and vague, (b) seeks information neither relevant to any claim or defense of any  
25 party in this action nor reasonably calculated to lead to the discovery of admissible evidence, and  
26 (c) fails to describe with reasonable particularity each item or category of items to be inspected  
27 and/or produced as required by Fed. R. Civ. Pro. 34(b)(1)(A). Google interprets the phrase "all  
28 documents" or phrases of similar import to mean those documents and that information that

1 Google is able to locate using reasonable diligence and judgment and without incurring undue  
2 burden and expense. Google further objects to this Request to the extent it seeks information  
3 protected from discovery by any right to privacy or any other applicable privilege, including the  
4 right to privacy of third parties, or by Google's obligations under applicable law or pursuant to  
5 contract to protect such confidential information. Google further to objects to this Request to the  
6 extent it seeks information constituting or containing information protected from disclosure by  
7 any statute, rule, or regulation. Google will produce such material or make it available for  
8 inspection in response only to the extent it can do so consistent with its legal obligations and/or  
9 subject to the Protective Order entered in this action.

10 Subject to the foregoing objections, and without waiving them, Google will produce  
11 nonprivileged documents in its possession, custody, or control that may be identified after a  
12 reasonable search and diligent inquiry in reasonably accessible sources of information, that relate  
13 to agreements with Special Partners related to delivering Ads for display on Properties owned  
14 and/or operated by Special Partners, to the extent that such documents exist in reasonably  
15 accessible sources. Where information within the scope of this agreement to produce resides in a  
16 database, Google will confer with Plaintiff regarding the scope and nature of reports to be  
17 generated from this database and will produce any reports so generated in the manner  
18 contemplated in the parties' Stipulated Order re: Discovery of Electronically Stored Information  
19 for Standard Litigation.

20 **REQUEST NO. 18:**

21 All Documents concerning Google's Communications with Special Partners related to  
22 Smart Pricing, Smart Pricing Discounts, and Smart Pricing Data.

23 **RESPONSE TO REQUEST NO. 18:**

24 Google incorporates by reference its general statements made above and makes the  
25 following specific objections to this Request. Google objects to this Request to the extent it  
26 seeks information protected by the attorney-client privilege and/or work product doctrine,  
27 protected as confidential settlement communications, or otherwise protected from disclosure by  
28 any other privileges, laws, or rules. Google further objects to the extent that this Request seeks



1 “all documents” on the grounds that it therefore (a) is overly broad, unduly burdensome,  
2 ambiguous, and vague, (b) seeks information neither relevant to any claim or defense of any  
3 party in this action nor reasonably calculated to lead to the discovery of admissible evidence, and  
4 (c) fails to describe with reasonable particularity each item or category of items to be inspected  
5 and/or produced as required by Fed. R. Civ. Pro. 34(b)(1)(A). Google interprets the phrase “all  
6 documents” or phrases of similar import to mean those documents and that information that  
7 Google is able to locate using reasonable diligence and judgment and without incurring undue  
8 burden and expense. Google further objects to this Request to the extent it seeks information  
9 protected from discovery by any right to privacy or any other applicable privilege, including the  
10 right to privacy of third parties, or by Google’s obligations under applicable law or pursuant to  
11 contract to protect such confidential information. Google further to objects to this Request to the  
12 extent it seeks information constituting or containing information protected from disclosure by  
13 any statute, rule, or regulation. Google will produce such material or make it available for  
14 inspection in response only to the extent it can do so consistent with its legal obligations and/or  
15 subject to the Protective Order entered in this action.

16 Subject to the foregoing objections, and without waiving them, Google will produce  
17 nonprivileged documents in its possession, custody, or control that may be identified after a  
18 reasonable search and diligent inquiry in reasonably accessible sources of information, that relate  
19 to communications with Special Partners related to Smart Pricing, Smart Pricing Discounts, and  
20 Smart Pricing Data, to the extent that such documents exist in reasonably accessible sources.  
21 Where information within the scope of this agreement to produce resides in a database, Google  
22 will confer with Plaintiff regarding the scope and nature of reports to be generated from this  
23 database and will produce any reports so generated in the manner contemplated in the parties’  
24 Stipulated Order re: Discovery of Electronically Stored Information for Standard Litigation.

25 **REQUEST NO. 19:**

26 All Documents concerning all agreements with Mobile Partners related to delivering Ads  
27 for display on Properties owned and/or operated by Mobile Partners.

1 **RESPONSE TO REQUEST NO. 19:**

2 Google incorporates by reference its general statements made above and makes the  
3 following specific objections to this Request. Google objects to this Request to the extent it  
4 seeks information protected by the attorney-client privilege and/or work product doctrine,  
5 protected as confidential settlement communications, or otherwise protected from disclosure by  
6 any other privileges, laws, or rules. Google further objects to the extent that this Request seeks  
7 “all documents” on the grounds that it therefore (a) is overly broad, unduly burdensome,  
8 ambiguous, and vague, (b) seeks information neither relevant to any claim or defense of any  
9 party in this action nor reasonably calculated to lead to the discovery of admissible evidence, and  
10 (c) fails to describe with reasonable particularity each item or category of items to be inspected  
11 and/or produced as required by Fed. R. Civ. Pro. 34(b)(1)(A). Google interprets the phrase “all  
12 documents” or phrases of similar import to mean those documents and that information that  
13 Google is able to locate using reasonable diligence and judgment and without incurring undue  
14 burden and expense. Google further objects to this Request to the extent it seeks information  
15 protected from discovery by any right to privacy or any other applicable privilege, including the  
16 right to privacy of third parties, or by Google’s obligations under applicable law or pursuant to  
17 contract to protect such confidential information. Google further to objects to this Request to the  
18 extent it seeks information constituting or containing information protected from disclosure by  
19 any statute, rule, or regulation. Google will produce such material or make it available for  
20 inspection in response only to the extent it can do so consistent with its legal obligations and/or  
21 subject to the Protective Order entered in this action.

22 Subject to the foregoing objections, and without waiving them, Google will produce  
23 nonprivileged documents in its possession, custody, or control that may be identified after a  
24 reasonable search and diligent inquiry in reasonably accessible sources of information, that relate  
25 to agreements with Mobile Partners related to delivering Ads for display on Properties owned  
26 and/or operated by Mobile Partners, to the extent that such documents exist in reasonably  
27 accessible sources. Where information within the scope of this agreement to produce resides in a  
28 database, Google will confer with Plaintiff regarding the scope and nature of reports to be

1 generated from this database and will produce any reports so generated in the manner  
2 contemplated in the parties' Stipulated Order re: Discovery of Electronically Stored Information  
3 for Standard Litigation.

4 **REQUEST NO. 20:**

5 All Documents concerning Google's Communications with Mobile Partners related to  
6 Smart Pricing, Smart Pricing Discounts, and Smart Pricing Data.

7 **RESPONSE TO REQUEST NO. 20:**

8 Google incorporates by reference its general statements made above and makes the  
9 following specific objections to this Request. Google objects to this Request to the extent it  
10 seeks information protected by the attorney-client privilege and/or work product doctrine,  
11 protected as confidential settlement communications, or otherwise protected from disclosure by  
12 any other privileges, laws, or rules. Google further objects to the extent that this Request seeks  
13 "all documents" on the grounds that it therefore (a) is overly broad, unduly burdensome,  
14 ambiguous, and vague, (b) seeks information neither relevant to any claim or defense of any  
15 party in this action nor reasonably calculated to lead to the discovery of admissible evidence, and  
16 (c) fails to describe with reasonable particularity each item or category of items to be inspected  
17 and/or produced as required by Fed. R. Civ. Pro. 34(b)(1)(A). Google interprets the phrase "all  
18 documents" or phrases of similar import to mean those documents and that information that  
19 Google is able to locate using reasonable diligence and judgment and without incurring undue  
20 burden and expense. Google further objects to this Request to the extent it seeks information  
21 protected from discovery by any right to privacy or any other applicable privilege, including the  
22 right to privacy of third parties, or by Google's obligations under applicable law or pursuant to  
23 contract to protect such confidential information. Google further to objects to this Request to the  
24 extent it seeks information constituting or containing information protected from disclosure by  
25 any statute, rule, or regulation. Google will produce such material or make it available for  
26 inspection in response only to the extent it can do so consistent with its legal obligations and/or  
27 subject to the Protective Order entered in this action.

28

1 Subject to the foregoing objections, and without waiving them, Google will produce  
2 nonprivileged documents in its possession, custody, or control that may be identified after a  
3 reasonable search and diligent inquiry in reasonably accessible sources of information, that relate  
4 to communications with Mobile Partners related to Smart Pricing, Smart Pricing Discounts, and  
5 Smart Pricing Data, to the extent that such documents exist in reasonably accessible sources. .  
6 Where information within the scope of this agreement to produce resides in a database, Google  
7 will confer with Plaintiff regarding the scope and nature of reports to be generated from this  
8 database and will produce any reports so generated in the manner contemplated in the parties'  
9 Stipulated Order re: Discovery of Electronically Stored Information for Standard Litigation.

10 **REQUEST NO. 21:**

11 All Documents concerning Google's Communications with Partners (other than Mobile  
12 Partners and Special Partners) related to Smart Pricing, Smart Pricing Discounts, and Smart  
13 Pricing Data.

14 **RESPONSE TO REQUEST NO. 21:**

15 Google incorporates by reference its general statements made above and makes the  
16 following specific objections to this Request. Google objects to this Request to the extent it  
17 seeks information protected by the attorney-client privilege and/or work product doctrine,  
18 protected as confidential settlement communications, or otherwise protected from disclosure by  
19 any other privileges, laws, or rules. Google further objects to the extent that this Request seeks  
20 "all documents" on the grounds that it therefore (a) is overly broad, unduly burdensome,  
21 ambiguous, and vague, (b) seeks information neither relevant to any claim or defense of any  
22 party in this action nor reasonably calculated to lead to the discovery of admissible evidence, and  
23 (c) fails to describe with reasonable particularity each item or category of items to be inspected  
24 and/or produced as required by Fed. R. Civ. Pro. 34(b)(1)(A). Google interprets the phrase "all  
25 documents" or phrases of similar import to mean those documents and that information that  
26 Google is able to locate using reasonable diligence and judgment and without incurring undue  
27 burden and expense. Google further objects to this Request to the extent it seeks information  
28 protected from discovery by any right to privacy or any other applicable privilege, including the

1 right to privacy of third parties, or by Google's obligations under applicable law or pursuant to  
2 contract to protect such confidential information. Google further to objects to this Request to the  
3 extent it seeks information constituting or containing information protected from disclosure by  
4 any statute, rule, or regulation. Google will produce such material or make it available for  
5 inspection in response only to the extent it can do so consistent with its legal obligations and/or  
6 subject to the Protective Order entered in this action.

7 Subject to the foregoing objections, and without waiving them, Google will produce  
8 nonprivileged documents in its possession, custody, or control that may be identified after a  
9 reasonable search and diligent inquiry in reasonably accessible sources of information, that relate  
10 to communications with Partners (other than Mobile Partners and Special Partners) related to  
11 Smart Pricing, Smart Pricing Discounts, and Smart Pricing Data, to the extent that such  
12 documents exist in reasonably accessible sources. Where information within the scope of this  
13 agreement to produce resides in a database, Google will confer with Plaintiff regarding the scope  
14 and nature of reports to be generated from this database and will produce any reports so  
15 generated in the manner contemplated in the parties' Stipulated Order re: Discovery of  
16 Electronically Stored Information for Standard Litigation.

17 **REQUEST NO. 22:**

18 All Documents identifying all Smart Pricing Data associated with every Property in the  
19 Display Network.

20 **RESPONSE TO REQUEST NO. 22:**

21 Google incorporates by reference its general statements made above and makes the  
22 following specific objections to this Request. Google objects to this Request to the extent it  
23 seeks information protected by the attorney-client privilege and/or work product doctrine,  
24 protected as confidential settlement communications, or otherwise protected from disclosure by  
25 any other privileges, laws, or rules. Google further objects to the extent that this Request seeks  
26 "all documents" on the grounds that it therefore (a) is overly broad, unduly burdensome,  
27 ambiguous, and vague, (b) seeks information neither relevant to any claim or defense of any  
28 party in this action nor reasonably calculated to lead to the discovery of admissible evidence, and

1 (c) fails to describe with reasonable particularity each item or category of items to be inspected  
2 and/or produced as required by Fed. R. Civ. Pro. 34(b)(1)(A). Google interprets the phrase “all  
3 documents” or phrases of similar import to mean those documents and that information that  
4 Google is able to locate using reasonable diligence and judgment and without incurring undue  
5 burden and expense. Google further objects to this Request to the extent it seeks information  
6 protected from discovery by any right to privacy or any other applicable privilege, including the  
7 right to privacy of third parties, or by Google’s obligations under applicable law or pursuant to  
8 contract to protect such confidential information. Google further to objects to this Request to the  
9 extent it seeks information constituting or containing information protected from disclosure by  
10 any statute, rule, or regulation. Google will produce such material or make it available for  
11 inspection in response only to the extent it can do so consistent with its legal obligations and/or  
12 subject to the Protective Order entered in this action.

13 Subject to the foregoing objections, and without waiving them, Google will produce  
14 nonprivileged documents in its possession, custody, or control that may be identified after a  
15 reasonable search and diligent inquiry in reasonably accessible sources of information, sufficient  
16 to identify transactions associated with properties on the Google Display Network that have been  
17 subject to Smart Pricing, to the extent that such documents exist in reasonably accessible  
18 sources. Where information within the scope of this agreement to produce resides in a database,  
19 Google will confer with Plaintiff regarding the scope and nature of reports to be generated from  
20 this database and will produce any reports so generated in the manner contemplated in the  
21 parties’ Stipulated Order re: Discovery of Electronically Stored Information for Standard  
22 Litigation.

23 **REQUEST NO. 23:**

24 All Documents identifying all clicks where Google did not apply a Smart Pricing  
25 Discount for any reason including, without limitation, Documents identifying: all Smart Pricing  
26 Data for each click; the AdWords Advertiser who paid for each click; the AdWords Advertiser’s  
27 bid amount for the click; the price the AdWords Advertiser paid for the click; the complete  
28 uniform resource locator (URL) of the Property from which the click originated; the Partner

1 owning and/or operating that Property; whether that Property was a Search Network or a Display  
2 Network Property; and whether the click resulted in a conversion.

3 **RESPONSE TO REQUEST NO. 23:**

4 Google incorporates by reference its general statements made above and makes the  
5 following specific objections to this Request. Google objects to this Request to the extent it  
6 seeks information protected by the attorney-client privilege and/or work product doctrine,  
7 protected as confidential settlement communications, or otherwise protected from disclosure by  
8 any other privileges, laws, or rules. Google further objects to the extent that this Request seeks  
9 “all documents” on the grounds that it therefore (a) is overly broad, unduly burdensome,  
10 ambiguous, and vague, (b) seeks information neither relevant to any claim or defense of any  
11 party in this action nor reasonably calculated to lead to the discovery of admissible evidence, and  
12 (c) fails to describe with reasonable particularity each item or category of items to be inspected  
13 and/or produced as required by Fed. R. Civ. Pro. 34(b)(1)(A). Google interprets the phrase “all  
14 documents” or phrases of similar import to mean those documents and that information that  
15 Google is able to locate using reasonable diligence and judgment and without incurring undue  
16 burden and expense. Google further objects to this Request to the extent it seeks information  
17 protected from discovery by any right to privacy or any other applicable privilege, including the  
18 right to privacy of third parties, or by Google’s obligations under applicable law or pursuant to  
19 contract to protect such confidential information. Google further to objects to this Request to the  
20 extent it seeks information constituting or containing information protected from disclosure by  
21 any statute, rule, or regulation. Google will produce such material or make it available for  
22 inspection in response only to the extent it can do so consistent with its legal obligations and/or  
23 subject to the Protective Order entered in this action.

24 Subject to the foregoing objections, and without waiving them, Google will produce  
25 nonprivileged documents in its possession, custody, or control that may be identified after a  
26 reasonable search and diligent inquiry in reasonably accessible sources of information, sufficient  
27 to identify transactions associated with properties on the Google Display Network that have not  
28 been subject to Smart Pricing, to the extent that such documents exist in reasonably accessible

1 sources. Where information within the scope of this agreement to produce resides in a database,  
2 Google will confer with Plaintiff regarding the scope and nature of reports to be generated from  
3 this database and will produce any reports so generated in the manner contemplated in the  
4 parties' Stipulated Order re: Discovery of Electronically Stored Information for Standard  
5 Litigation.

6 **REQUEST NO. 24:**

7 All Documents identifying Properties, which have or have had the value "False" (or any  
8 other value indicating a Smart Pricing Discount shall not apply) for the  
9 CanApplyClickCostMultiplier including, without limitation, Documents identifying: all Smart  
10 Pricing Data for any click occurring while such variable equaled "False" (or any other value  
11 indicating a Smart Pricing Discount shall not apply); whether that Property has ever had the  
12 value "True" (or any other value indicating a Smart Pricing Discount shall apply) for the  
13 CanApplyClickCostMultiplier variable; the period of time, if any, for which the  
14 CanApplyClickCostMultiplier variable equaled True or False, respectively; the complete  
15 uniform resource locator (URL) of the Property from which the click originated; the Partner  
16 owning and/or operating that Property; and whether that Property was a Search Network or  
17 Display Network Property.

18 **RESPONSE TO REQUEST NO. 24:**

19 Google incorporates by reference its general statements made above and makes the  
20 following specific objections to this Request. Google objects to this Request to the extent it  
21 seeks information protected by the attorney-client privilege and/or work product doctrine,  
22 protected as confidential settlement communications, or otherwise protected from disclosure by  
23 any other privileges, laws, or rules. Google further objects to the extent that this Request seeks  
24 "all documents" on the grounds that it therefore (a) is overly broad, unduly burdensome,  
25 ambiguous, and vague, (b) seeks information neither relevant to any claim or defense of any  
26 party in this action nor reasonably calculated to lead to the discovery of admissible evidence, and  
27 (c) fails to describe with reasonable particularity each item or category of items to be inspected  
28 and/or produced as required by Fed. R. Civ. Pro. 34(b)(1)(A). Google interprets the phrase "all



documents” or phrases of similar import to mean those documents and that information that Google is able to locate using reasonable diligence and judgment and without incurring undue burden and expense. Google further objects to this Request to the extent it seeks information protected from discovery by any right to privacy or any other applicable privilege, including the right to privacy of third parties, or by Google’s obligations under applicable law or pursuant to contract to protect such confidential information. Google further to objects to this Request to the extent it seeks information constituting or containing information protected from disclosure by any statute, rule, or regulation. Google will produce such material or make it available for inspection in response only to the extent it can do so consistent with its legal obligations and/or subject to the Protective Order entered in this action.

Subject to the foregoing objections, and without waiving them, Google will produce nonprivileged documents in its possession, custody, or control that may be identified after a reasonable search and diligent inquiry in reasonably accessible sources of information, sufficient to identify properties, which have or have had the value “False” (or any other value indicating a Smart Pricing Discount shall not apply) for the CanApplyClickCostMultiplier, to the extent that such documents exist in reasonably accessible sources. Where information within the scope of this agreement to produce resides in a database, Google will confer with Plaintiff regarding the scope and nature of reports to be generated from this database and will produce any reports so generated in the manner contemplated in the parties’ Stipulated Order re: Discovery of Electronically Stored Information for Standard Litigation.

**REQUEST NO. 25:**

All Documents identifying all AdWords Advertisers who paid for a click on the Display Network where Google did not apply a Smart Pricing Discount for any reason including, without limitation, Documents identifying: the number of clicks each such advertiser paid for where Google did not apply a Smart Pricing Discount; the amount spent by each advertiser on each such click; and the Smart Pricing Discount, Conversion Score, and ClickCostMultiplier that would have applied at the time of each click.

1 **RESPONSE TO REQUEST NO. 25:**

2 Google incorporates by reference its general statements made above and makes the  
3 following specific objections to this Request. Google objects to this Request to the extent it  
4 seeks information protected by the attorney-client privilege and/or work product doctrine,  
5 protected as confidential settlement communications, or otherwise protected from disclosure by  
6 any other privileges, laws, or rules. Google further objects to the extent that this Request seeks  
7 “all documents” on the grounds that it therefore (a) is overly broad, unduly burdensome,  
8 ambiguous, and vague, (b) seeks information neither relevant to any claim or defense of any  
9 party in this action nor reasonably calculated to lead to the discovery of admissible evidence, and  
10 (c) fails to describe with reasonable particularity each item or category of items to be inspected  
11 and/or produced as required by Fed. R. Civ. Pro. 34(b)(1)(A). Google interprets the phrase “all  
12 documents” or phrases of similar import to mean those documents and that information that  
13 Google is able to locate using reasonable diligence and judgment and without incurring undue  
14 burden and expense. Google further objects to this Request to the extent it seeks information  
15 protected from discovery by any right to privacy or any other applicable privilege, including the  
16 right to privacy of third parties, or by Google’s obligations under applicable law or pursuant to  
17 contract to protect such confidential information. Google further to objects to this Request to the  
18 extent it seeks information constituting or containing information protected from disclosure by  
19 any statute, rule, or regulation. Google will produce such material or make it available for  
20 inspection in response only to the extent it can do so consistent with its legal obligations and/or  
21 subject to the Protective Order entered in this action.

22 Subject to the foregoing objections, and without waiving them, Google will produce  
23 nonprivileged documents in its possession, custody, or control that may be identified after a  
24 reasonable search and diligent inquiry in reasonably accessible sources of information, sufficient  
25 to identify advertisers who paid for a click on the Display Network where Google did not apply a  
26 Smart Pricing Discount, to the extent that such documents exist in reasonably accessible sources.  
27 Where information within the scope of this agreement to produce resides in a database, Google  
28 will confer with Plaintiff regarding the scope and nature of reports to be generated from this

1 database and will produce any reports so generated in the manner contemplated in the parties'  
2 Stipulated Order re: Discovery of Electronically Stored Information for Standard Litigation.

3 **REQUEST NO. 26:**

4 All Documents concerning the fees, revenues and/or other amounts charged and earned,  
5 if different, by Google for clicks originating from the Display Network for which no Smart  
6 Pricing Discount was applied.

7 **RESPONSE TO REQUEST NO. 26:**

8 Google incorporates by reference its general statements made above and makes the  
9 following specific objections to this Request. Google objects to this Request to the extent it  
10 seeks information protected by the attorney-client privilege and/or work product doctrine,  
11 protected as confidential settlement communications, or otherwise protected from disclosure by  
12 any other privileges, laws, or rules. Google further objects to the extent that this Request seeks  
13 "all documents" on the grounds that it therefore (a) is overly broad, unduly burdensome,  
14 ambiguous, and vague, (b) seeks information neither relevant to any claim or defense of any  
15 party in this action nor reasonably calculated to lead to the discovery of admissible evidence, and  
16 (c) fails to describe with reasonable particularity each item or category of items to be inspected  
17 and/or produced as required by Fed. R. Civ. Pro. 34(b)(1)(A). Google interprets the phrase "all  
18 documents" or phrases of similar import to mean those documents and that information that  
19 Google is able to locate using reasonable diligence and judgment and without incurring undue  
20 burden and expense. Google further objects to this Request to the extent it seeks information  
21 protected from discovery by any right to privacy or any other applicable privilege, including the  
22 right to privacy of third parties, or by Google's obligations under applicable law or pursuant to  
23 contract to protect such confidential information. Google further to objects to this Request to the  
24 extent it seeks information constituting or containing information protected from disclosure by  
25 any statute, rule, or regulation. Google will produce such material or make it available for  
26 inspection in response only to the extent it can do so consistent with its legal obligations and/or  
27 subject to the Protective Order entered in this action.

28

1 Subject to the foregoing objections, and without waiving them, Google will produce  
2 nonprivileged documents in its possession, custody, or control that may be identified after a  
3 reasonable search and diligent inquiry in reasonably accessible sources of information, sufficient  
4 to identify fees, revenues and/or other amounts charged and earned, if different, by Google for  
5 clicks originating from the Display Network for which no Smart Pricing Discount was applied,  
6 to the extent that such documents exist in reasonably accessible sources. Where information  
7 within the scope of this agreement to produce resides in a database, Google will confer with  
8 Plaintiff regarding the scope and nature of reports to be generated from this database and will  
9 produce any reports so generated in the manner contemplated in the parties' Stipulated Order re:  
10 Discovery of Electronically Stored Information for Standard Litigation.

11 **REQUEST NO. 27:**

12 All Documents concerning the fees, revenues and/or other amounts charged and earned,  
13 if different, by Google for clicks originating from the Display Network for which the  
14 CanApplyClickCostMultiplier variable equaled "False".

15 **RESPONSE TO REQUEST NO. 27:**

16 Google incorporates by reference its general statements made above and makes the  
17 following specific objections to this Request. Google objects to this Request to the extent it  
18 seeks information protected by the attorney-client privilege and/or work product doctrine,  
19 protected as confidential settlement communications, or otherwise protected from disclosure by  
20 any other privileges, laws, or rules. Google further objects to the extent that this Request seeks  
21 "all documents" on the grounds that it therefore (a) is overly broad, unduly burdensome,  
22 ambiguous, and vague, (b) seeks information neither relevant to any claim or defense of any  
23 party in this action nor reasonably calculated to lead to the discovery of admissible evidence, and  
24 (c) fails to describe with reasonable particularity each item or category of items to be inspected  
25 and/or produced as required by Fed. R. Civ. Pro. 34(b)(1)(A). Google interprets the phrase "all  
26 documents" or phrases of similar import to mean those documents and that information that  
27 Google is able to locate using reasonable diligence and judgment and without incurring undue  
28 burden and expense. Google further objects to this Request to the extent it seeks information

1 protected from discovery by any right to privacy or any other applicable privilege, including the  
2 right to privacy of third parties, or by Google's obligations under applicable law or pursuant to  
3 contract to protect such confidential information. Google further to objects to this Request to the  
4 extent it seeks information constituting or containing information protected from disclosure by  
5 any statute, rule, or regulation. Google will produce such material or make it available for  
6 inspection in response only to the extent it can do so consistent with its legal obligations and/or  
7 subject to the Protective Order entered in this action.

8 Subject to the foregoing objections, and without waiving them, Google will produce  
9 nonprivileged documents in its possession, custody, or control that may be identified after a  
10 reasonable search and diligent inquiry in reasonably accessible sources of information, sufficient  
11 to identify fees, revenues and/or other amounts charged and earned, if different, by Google for  
12 clicks originating from the Display Network for which the CanApplyClickCostMultiplier  
13 variable equaled "False," to the extent that such documents exist in reasonably accessible  
14 sources. Where information within the scope of this agreement to produce resides in a database,  
15 Google will confer with Plaintiff regarding the scope and nature of reports to be generated from  
16 this database and will produce any reports so generated in the manner contemplated in the  
17 parties' Stipulated Order re: Discovery of Electronically Stored Information for Standard  
18 Litigation.

19 **REQUEST NO. 28:**

20 All Documents concerning the fees, revenues and/or other amounts charged and earned  
21 by Google for clicks originating from Properties on the Display Network owned and/or operated  
22 by Mobile Partners.

23 **RESPONSE TO REQUEST NO. 28:**

24 Google incorporates by reference its general statements made above and makes the  
25 following specific objections to this Request. Google objects to this Request to the extent it  
26 seeks information protected by the attorney-client privilege and/or work product doctrine,  
27 protected as confidential settlement communications, or otherwise protected from disclosure by  
28 any other privileges, laws, or rules. Google further objects to the extent that this Request seeks

1 “all documents” on the grounds that it therefore (a) is overly broad, unduly burdensome,  
2 ambiguous, and vague, (b) seeks information neither relevant to any claim or defense of any  
3 party in this action nor reasonably calculated to lead to the discovery of admissible evidence, and  
4 (c) fails to describe with reasonable particularity each item or category of items to be inspected  
5 and/or produced as required by Fed. R. Civ. Pro. 34(b)(1)(A). Google interprets the phrase “all  
6 documents” or phrases of similar import to mean those documents and that information that  
7 Google is able to locate using reasonable diligence and judgment and without incurring undue  
8 burden and expense. Google further objects to this Request to the extent it seeks information  
9 protected from discovery by any right to privacy or any other applicable privilege, including the  
10 right to privacy of third parties, or by Google’s obligations under applicable law or pursuant to  
11 contract to protect such confidential information. Google further to objects to this Request to the  
12 extent it seeks information constituting or containing information protected from disclosure by  
13 any statute, rule, or regulation. Google will produce such material or make it available for  
14 inspection in response only to the extent it can do so consistent with its legal obligations and/or  
15 subject to the Protective Order entered in this action.

16 Subject to the foregoing objections, and without waiving them, Google will produce  
17 nonprivileged documents in its possession, custody, or control that may be identified after a  
18 reasonable search and diligent inquiry in reasonably accessible sources of information, sufficient  
19 to identify fees, revenues and/or other amounts charged and earned by Google for clicks  
20 originating from Properties on the Display Network owned and/or operated by Mobile Partners,  
21 to the extent that such documents exist in reasonably accessible sources. Where information  
22 within the scope of this agreement to produce resides in a database, Google will confer with  
23 Plaintiff regarding the scope and nature of reports to be generated from this database and will  
24 produce any reports so generated in the manner contemplated in the parties’ Stipulated Order re:  
25 Discovery of Electronically Stored Information for Standard Litigation.

1 **REQUEST NO. 29:**

2 All Documents concerning the fees, revenues and/or other amounts charged and earned  
3 by Google for clicks originating from Properties on the Display Network owned and/or operated  
4 by Special Partners.

5 **RESPONSE TO REQUEST NO. 29:**

6 Google incorporates by reference its general statements made above and makes the  
7 following specific objections to this Request. Google objects to this Request to the extent it  
8 seeks information protected by the attorney-client privilege and/or work product doctrine,  
9 protected as confidential settlement communications, or otherwise protected from disclosure by  
10 any other privileges, laws, or rules. Google further objects to the extent that this Request seeks  
11 “all documents” on the grounds that it therefore (a) is overly broad, unduly burdensome,  
12 ambiguous, and vague, (b) seeks information neither relevant to any claim or defense of any  
13 party in this action nor reasonably calculated to lead to the discovery of admissible evidence, and  
14 (c) fails to describe with reasonable particularity each item or category of items to be inspected  
15 and/or produced as required by Fed. R. Civ. Pro. 34(b)(1)(A). Google interprets the phrase “all  
16 documents” or phrases of similar import to mean those documents and that information that  
17 Google is able to locate using reasonable diligence and judgment and without incurring undue  
18 burden and expense. Google further objects to this Request to the extent it seeks information  
19 protected from discovery by any right to privacy or any other applicable privilege, including the  
20 right to privacy of third parties, or by Google’s obligations under applicable law or pursuant to  
21 contract to protect such confidential information. Google further to objects to this Request to the  
22 extent it seeks information constituting or containing information protected from disclosure by  
23 any statute, rule, or regulation. Google will produce such material or make it available for  
24 inspection in response only to the extent it can do so consistent with its legal obligations and/or  
25 subject to the Protective Order entered in this action.

26 Subject to the foregoing objections, and without waiving them, Google will produce  
27 nonprivileged documents in its possession, custody, or control that may be identified after a  
28 reasonable search and diligent inquiry in reasonably accessible sources of information, sufficient

1 to identify the fees, revenues and/or other amounts charged and earned by Google for clicks  
2 originating from Properties on the Display Network owned and/or operated by Special Partners,  
3 to the extent that such documents exist in reasonably accessible sources. Where information  
4 within the scope of this agreement to produce resides in a database, Google will confer with  
5 Plaintiff regarding the scope and nature of reports to be generated from this database and will  
6 produce any reports so generated in the manner contemplated in the parties' Stipulated Order re:  
7 Discovery of Electronically Stored Information for Standard Litigation.

8 **REQUEST NO. 30:**

9 All Documents and/or correspondence between Google and AdWords Advertisers  
10 concerning Smart Pricing, including, without limitation, documents concerning refunds  
11 demanded by AdWords Advertisers related to Smart Pricing and/or complaints related to Smart  
12 Pricing.

13 **RESPONSE TO REQUEST NO. 30:**

14 Google incorporates by reference its general statements made above and makes the  
15 following specific objections to this Request. Google objects to this Request to the extent it  
16 seeks information protected by the attorney-client privilege and/or work product doctrine,  
17 protected as confidential settlement communications, or otherwise protected from disclosure by  
18 any other privileges, laws, or rules. Google further objects to the extent that this Request seeks  
19 "all documents" on the grounds that it therefore (a) is overly broad, unduly burdensome,  
20 ambiguous, and vague, (b) seeks information neither relevant to any claim or defense of any  
21 party in this action nor reasonably calculated to lead to the discovery of admissible evidence, and  
22 (c) fails to describe with reasonable particularity each item or category of items to be inspected  
23 and/or produced as required by Fed. R. Civ. Pro. 34(b)(1)(A). Google interprets the phrase "all  
24 documents" or phrases of similar import to mean those documents and that information that  
25 Google is able to locate using reasonable diligence and judgment and without incurring undue  
26 burden and expense. Google further objects to this Request to the extent it seeks information  
27 protected from discovery by any right to privacy or any other applicable privilege, including the  
28 right to privacy of third parties, or by Google's obligations under applicable law or pursuant to



1 contract to protect such confidential information. Google further to objects to this Request to the  
2 extent it seeks information constituting or containing information protected from disclosure by  
3 any statute, rule, or regulation. Google will produce such material or make it available for  
4 inspection in response only to the extent it can do so consistent with its legal obligations and/or  
5 subject to the Protective Order entered in this action.

6 Subject to the foregoing objections, and without waiving them, Google will produce  
7 nonprivileged documents in its possession, custody, or control that may be identified after a  
8 reasonable search and diligent inquiry in reasonably accessible sources of information  
9 concerning Smart Pricing, to the extent that such documents exist in reasonably accessible  
10 sources. Where information within the scope of this agreement to produce resides in a database,  
11 Google will confer with Plaintiff regarding the scope and nature of reports to be generated from  
12 this database and will produce any reports so generated in the manner contemplated in the  
13 parties' Stipulated Order re: Discovery of Electronically Stored Information for Standard  
14 Litigation.

15 **REQUEST NO. 31:**

16 All Documents produced by Google in connection with the *In re Google AdWords*  
17 *Litigation*, No. 5:08-CV-3369-EJD, in the Northern District of California concerning Smart  
18 Pricing, Smart Pricing Discounts, and Smart Pricing Data.

19 **RESPONSE TO REQUEST NO. 31:**

20 Google incorporates by reference its general statements made above and makes the  
21 following specific objections to this Request. Google objects to this Request to the extent it  
22 seeks information protected by the attorney-client privilege and/or work product doctrine,  
23 protected as confidential settlement communications, or otherwise protected from disclosure by  
24 any other privileges, laws, or rules. Google further objects to the extent that this Request seeks  
25 "all documents" on the grounds that it therefore (a) is overly broad, unduly burdensome,  
26 ambiguous, and vague, (b) seeks information neither relevant to any claim or defense of any  
27 party in this action nor reasonably calculated to lead to the discovery of admissible evidence, and  
28 (c) fails to describe with reasonable particularity each item or category of items to be inspected

1 and/or produced as required by Fed. R. Civ. Pro. 34(b)(1)(A). Google interprets the phrase “all  
2 documents” or phrases of similar import to mean those documents and that information that  
3 Google is able to locate using reasonable diligence and judgment and without incurring undue  
4 burden and expense. Google further objects to this Request to the extent it seeks information  
5 protected from discovery by any right to privacy or any other applicable privilege, including the  
6 right to privacy of third parties, or by Google’s obligations under applicable law or pursuant to  
7 contract to protect such confidential information. Google further to objects to this Request to the  
8 extent it seeks information constituting or containing information protected from disclosure by  
9 any statute, rule, or regulation. Google will produce such material or make it available for  
10 inspection in response only to the extent it can do so consistent with its legal obligations and/or  
11 subject to the Protective Order entered in this action.

12 Subject to the foregoing objections, and without waiving them, Google is willing to meet  
13 and confer with Plaintiff to narrow the scope of information that this Request seeks(a) to address  
14 the vagueness and ambiguity created by its language requesting “all documents”; (b) to limit the  
15 undue burden imposed by this Request as written; and (c) to limit this request so that it seeks  
16 only information that is relevant to a party’s claim or defense in this Action. .

17 **REQUEST NO. 32:**

18 All Documents relied upon and/or cited by Dr. Randolph Bucklin in preparation of  
19 GOOG00000101 – 165 and GOOG00000166 – 260, including, without limitation, the deposition  
20 transcripts of Courtney Bowman and Hal Varian referenced by Dr. Bucklin.

21 **RESPONSE TO REQUEST NO. 32:**

22 Google incorporates by reference its general statements made above and makes the  
23 following specific objections to this Request. Google objects to this Request to the extent it  
24 seeks information protected by the attorney-client privilege and/or work product doctrine,  
25 protected as confidential settlement communications, or otherwise protected from disclosure by  
26 any other privileges, laws, or rules. Google further objects to the extent that this Request seeks  
27 “all documents” on the grounds that it therefore (a) is overly broad, unduly burdensome,  
28 ambiguous, and vague, (b) seeks information neither relevant to any claim or defense of any

1 party in this action nor reasonably calculated to lead to the discovery of admissible evidence, and  
2 (c) fails to describe with reasonable particularity each item or category of items to be inspected  
3 and/or produced as required by Fed. R. Civ. Pro. 34(b)(1)(A). Google interprets the phrase “all  
4 documents” or phrases of similar import to mean those documents and that information that  
5 Google is able to locate using reasonable diligence and judgment and without incurring undue  
6 burden and expense. Google further objects to this Request to the extent it seeks information  
7 protected from discovery by any right to privacy or any other applicable privilege, including the  
8 right to privacy of third parties, or by Google’s obligations under applicable law or pursuant to  
9 contract to protect such confidential information. Google further to objects to this Request to the  
10 extent it seeks information constituting or containing information protected from disclosure by  
11 any statute, rule, or regulation. Google will produce such material or make it available for  
12 inspection in response only to the extent it can do so consistent with its legal obligations and/or  
13 subject to the Protective Order entered in this action.

14 Subject to the foregoing objections, and without waiving them, Google is willing to meet  
15 and confer with Plaintiff to narrow the scope of information that this Request seeks(a) to address  
16 the vagueness and ambiguity created by its language requesting “all documents”; (b) to limit the  
17 undue burden imposed by this Request as written; and (c) to limit this request so that it seeks  
18 only information that is relevant to a party’s claim or defense in this Action..

19 **REQUEST NO. 33:**

20 Un-redacted copies of all Documents (including any exhibits or attachments) filed in *the*  
21 *In re Google AdWords Litigation*, No. 5:08-CV-3369-EJD, in the Northern District of California.

22 **RESPONSE TO REQUEST NO. 33:**

23 Google incorporates by reference its general statements made above and makes the  
24 following specific objections to this Request. Google objects to this Request to the extent it  
25 seeks information protected by the attorney-client privilege and/or work product doctrine,  
26 protected as confidential settlement communications, or otherwise protected from disclosure by  
27 any other privileges, laws, or rules. Google further objects to the extent that this Request seeks  
28 “all documents” on the grounds that it therefore (a) is overly broad, unduly burdensome,

1 ambiguous, and vague, (b) seeks information neither relevant to any claim or defense of any  
2 party in this action nor reasonably calculated to lead to the discovery of admissible evidence, and  
3 (c) fails to describe with reasonable particularity each item or category of items to be inspected  
4 and/or produced as required by Fed. R. Civ. Pro. 34(b)(1)(A). Google interprets the phrase “all  
5 documents” or phrases of similar import to mean those documents and that information that  
6 Google is able to locate using reasonable diligence and judgment and without incurring undue  
7 burden and expense. Google further objects to this Request to the extent it seeks information  
8 protected from discovery by any right to privacy or any other applicable privilege, including the  
9 right to privacy of third parties, or by Google’s obligations under applicable law or pursuant to  
10 contract to protect such confidential information. Google further to objects to this Request to the  
11 extent it seeks information constituting or containing information protected from disclosure by  
12 any statute, rule, or regulation. Google will produce such material or make it available for  
13 inspection in response only to the extent it can do so consistent with its legal obligations and/or  
14 subject to the Protective Order entered in this action.

15 Subject to the foregoing objections, and without waiving them, Google is willing to meet  
16 and confer with Plaintiff to narrow the scope of information that this Request seeks(a) to address  
17 the vagueness and ambiguity created by its language requesting “all documents”; (b) to limit the  
18 undue burden imposed by this Request as written; and (c) to limit this request so that it seeks  
19 only information that is relevant to a party’s claim or defense in this Action.

20 **REQUEST NO. 34:**

21 All Documents concerning the “go/ip-history” database referred to in GOOG00004720,  
22 including, without limitation, such database.

23 **RESPONSE TO REQUEST NO. 34:**

24 Google incorporates by reference its general statements made above and makes the  
25 following specific objections to this Request. Google objects to this Request to the extent it  
26 seeks information protected by the attorney-client privilege and/or work product doctrine,  
27 protected as confidential settlement communications, or otherwise protected from disclosure by  
28 any other privileges, laws, or rules. Google further objects to the extent that this Request seeks

1 “all documents” on the grounds that it therefore (a) is overly broad, unduly burdensome,  
2 ambiguous, and vague, (b) seeks information neither relevant to any claim or defense of any  
3 party in this action nor reasonably calculated to lead to the discovery of admissible evidence, and  
4 (c) fails to describe with reasonable particularity each item or category of items to be inspected  
5 and/or produced as required by Fed. R. Civ. Pro. 34(b)(1)(A). Google interprets the phrase “all  
6 documents” or phrases of similar import to mean those documents and that information that  
7 Google is able to locate using reasonable diligence and judgment and without incurring undue  
8 burden and expense. Google further objects to this Request to the extent it seeks information  
9 protected from discovery by any right to privacy or any other applicable privilege, including the  
10 right to privacy of third parties, or by Google’s obligations under applicable law or pursuant to  
11 contract to protect such confidential information. Google further to objects to this Request to the  
12 extent it seeks information constituting or containing information protected from disclosure by  
13 any statute, rule, or regulation. Google will produce such material or make it available for  
14 inspection in response only to the extent it can do so consistent with its legal obligations and/or  
15 subject to the Protective Order entered in this action.

16 Subject to the foregoing objections, and without waiving them, Google will produce  
17 nonprivileged documents in its possession, custody, or control that may be identified after a  
18 reasonable search and diligent inquiry in reasonably accessible sources of information, sufficient  
19 to identify the IP addresses associated with particular, identified, relevant geographic locations in  
20 reasonably accessible geolocation databases. Where information within the scope of this  
21 agreement to produce resides in a database, Google will confer with Plaintiff regarding the scope  
22 and nature of reports to be generated from this database and will produce any reports so  
23 generated in the manner contemplated in the parties’ Stipulated Order re: Discovery of  
24 Electronically Stored Information for Standard Litigation.

25 **REQUEST NO. 35:**

26 All Documents concerning the “Location Extraction Server (LES)” database referred to  
27 in GOOG00004722, including, without limitation, such database.

28

1 **RESPONSE TO REQUEST NO. 35:**

2 Google incorporates by reference its general statements made above and makes the  
3 following specific objections to this Request. Google objects to this Request to the extent it  
4 seeks information protected by the attorney-client privilege and/or work product doctrine,  
5 protected as confidential settlement communications, or otherwise protected from disclosure by  
6 any other privileges, laws, or rules. Google further objects to the extent that this Request seeks  
7 “all documents” on the grounds that it therefore (a) is overly broad, unduly burdensome,  
8 ambiguous, and vague, (b) seeks information neither relevant to any claim or defense of any  
9 party in this action nor reasonably calculated to lead to the discovery of admissible evidence, and  
10 (c) fails to describe with reasonable particularity each item or category of items to be inspected  
11 and/or produced as required by Fed. R. Civ. Pro. 34(b)(1)(A). Google interprets the phrase “all  
12 documents” or phrases of similar import to mean those documents and that information that  
13 Google is able to locate using reasonable diligence and judgment and without incurring undue  
14 burden and expense. Google further objects to this Request to the extent it seeks information  
15 protected from discovery by any right to privacy or any other applicable privilege, including the  
16 right to privacy of third parties, or by Google’s obligations under applicable law or pursuant to  
17 contract to protect such confidential information. Google further to objects to this Request to the  
18 extent it seeks information constituting or containing information protected from disclosure by  
19 any statute, rule, or regulation. Google will produce such material or make it available for  
20 inspection in response only to the extent it can do so consistent with its legal obligations and/or  
21 subject to the Protective Order entered in this action.

22 Subject to the foregoing objections, and without waiving them, Google will meet and  
23 confer with Plaintiff regarding whether, at an appropriate stage in this Action, it may make  
24 available for inspection, subject to the terms of the Protective Order in this action as they apply  
25 to source code, source code in its possession, custody, or control that may be identified after a  
26 reasonable search and diligent inquiry in reasonably accessible sources of information that relate  
27 to the “Location Extraction Server (LES)” referred to in GOOG00004722. Google will produce  
28 nonprivileged documents that do not constitute source code in its possession, custody, or control

1 that may be identified after a reasonable search and diligent inquiry in reasonably accessible  
2 sources of information, that relate to the Location Extraction Server (LES) referred to in  
3 GOOG00004722. Where information within the scope of this agreement to produce resides in a  
4 database, Google will confer with Plaintiff regarding the scope and nature of reports to be  
5 generated from this database and will produce any reports so generated in the manner  
6 contemplated in the parties' Stipulated Order re: Discovery of Electronically Stored Information  
7 for Standard Litigation.

8 **REQUEST NO. 36:**

9 All Documents concerning all clicks identified by Plaintiff in paragraph 120 of the  
10 Complaint in possession of the "IPGeo team" as that term is used in GOOG00004720.

11 **RESPONSE TO REQUEST NO. 36:**

12 Google incorporates by reference its general statements made above and makes the  
13 following specific objections to this Request. Google objects to this Request to the extent it  
14 seeks information protected by the attorney-client privilege and/or work product doctrine,  
15 protected as confidential settlement communications, or otherwise protected from disclosure by  
16 any other privileges, laws, or rules. Google further objects to the extent that this Request seeks  
17 "all documents" on the grounds that it therefore (a) is overly broad, unduly burdensome,  
18 ambiguous, and vague, (b) seeks information neither relevant to any claim or defense of any  
19 party in this action nor reasonably calculated to lead to the discovery of admissible evidence, and  
20 (c) fails to describe with reasonable particularity each item or category of items to be inspected  
21 and/or produced as required by Fed. R. Civ. Pro. 34(b)(1)(A). Google interprets the phrase "all  
22 documents" or phrases of similar import to mean those documents and that information that  
23 Google is able to locate using reasonable diligence and judgment and without incurring undue  
24 burden and expense. Google further objects to this Request to the extent it seeks information  
25 protected from discovery by any right to privacy or any other applicable privilege, including the  
26 right to privacy of third parties, or by Google's obligations under applicable law or pursuant to  
27 contract to protect such confidential information. Google further to objects to this Request to the  
28 extent it seeks information constituting or containing information protected from disclosure by

1 any statute, rule, or regulation. Google will produce such material or make it available for  
2 inspection in response only to the extent it can do so consistent with its legal obligations and/or  
3 subject to the Protective Order entered in this action.

4 Subject to the foregoing objections, and without waiving them, Google will produce  
5 nonprivileged documents in its possession, custody, or control that may be identified after a  
6 reasonable search and diligent inquiry in reasonably accessible sources of information,  
7 comprising the information reasonably accessible to Google related to clicks identified by  
8 Plaintiff in paragraph 120 of the Complaint. Where information within the scope of this  
9 agreement to produce resides in a database, Google will confer with Plaintiff regarding the scope  
10 and nature of reports to be generated from this database and will produce any reports so  
11 generated in the manner contemplated in the parties' Stipulated Order re: Discovery of  
12 Electronically Stored Information for Standard Litigation.

13 **REQUEST NO. 37:**

14 All Documents identifying all clicks originating from a physical location outside the  
15 location selected by the AdWords Advertiser on the Location Targeting Settings Screen at the  
16 time of the click and all Location Targeting Data for each such click.

17 **RESPONSE TO REQUEST NO. 37:**

18 Google incorporates by reference its general statements made above and makes the  
19 following specific objections to this Request. Google objects to this Request to the extent it  
20 seeks information protected by the attorney-client privilege and/or work product doctrine,  
21 protected as confidential settlement communications, or otherwise protected from disclosure by  
22 any other privileges, laws, or rules. Google further objects to the extent that this Request seeks  
23 "all documents" on the grounds that it therefore (a) is overly broad, unduly burdensome,  
24 ambiguous, and vague, (b) seeks information neither relevant to any claim or defense of any  
25 party in this action nor reasonably calculated to lead to the discovery of admissible evidence, and  
26 (c) fails to describe with reasonable particularity each item or category of items to be inspected  
27 and/or produced as required by Fed. R. Civ. Pro. 34(b)(1)(A). Google interprets the phrase "all  
28 documents" or phrases of similar import to mean those documents and that information that



1 Google is able to locate using reasonable diligence and judgment and without incurring undue  
2 burden and expense. Google further objects to this Request to the extent it seeks information  
3 protected from discovery by any right to privacy or any other applicable privilege, including the  
4 right to privacy of third parties, or by Google's obligations under applicable law or pursuant to  
5 contract to protect such confidential information. Google further to objects to this Request to the  
6 extent it seeks information constituting or containing information protected from disclosure by  
7 any statute, rule, or regulation. Google will produce such material or make it available for  
8 inspection in response only to the extent it can do so consistent with its legal obligations and/or  
9 subject to the Protective Order entered in this action.

10 Subject to the foregoing objections, and without waiving them, Google will produce  
11 nonprivileged documents in its possession, custody, or control that may be identified after a  
12 reasonable search and diligent inquiry in reasonably accessible sources of information, that relate  
13 to the identification of clicks that users understood to originate outside the location selected by  
14 the AdWords Advertiser on the Location Targeting Settings Screen at the time of the click and  
15 all Location Targeting Data for each such click, to the extent that such documents exist in  
16 reasonably accessible sources. Where information within the scope of this agreement to produce  
17 resides in a database, Google will confer with Plaintiff regarding the scope and nature of reports  
18 to be generated from this database and will produce any reports so generated in the manner  
19 contemplated in the parties' Stipulated Order re: Discovery of Electronically Stored Information  
20 for Standard Litigation.

21 Dated: June 10, 2013

MAYER BROWN LLP

BY: /s/ Eric B. Evans  
Eric B. Evans

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8 *Attorneys for Defendant Google Inc.*

9 **UNITED STATES DISTRICT COURT**  
10 **NORTHERN DISTRICT OF CALIFORNIA**  
11 **SAN JOSE DIVISION**

12 RICKS WOODS, Individually and On Behalf  
13 of All Others Similarly Situated,

14 Plaintiff,

15 v.

16 GOOGLE INC.,  
17

18 Defendant.

Case No. 11-cv-1263-EJD

**PROOF OF SERVICE**

**PROOF OF SERVICE**

I, Sonya Holloway, declare that I am over the age of eighteen years and not a party to this action. I am employed in Santa Clara County, California. My business address is Mayer Brown LLP, Two Palo Alto Square, Suite 300, Palo Alto, California 94306-2112. On June 10, 2013, I served the foregoing documents described as:

**GOOGLE INC.'S OBJECTIONS AND RESPONSES TO PLAINTIFF'S SECOND SET OF REQUESTS FOR PRODUCTION OF DOCUMENTS**

**PROOF OF SERVICE**

<input checked="" type="checkbox"/>	by placing the document(s) listed above in a sealed envelope with postage thereon fully prepaid, in the United States mail at Palo Alto, California addressed as set forth below.
<input type="checkbox"/>	by placing the document(s) listed above in a sealed envelope and affixing a pre-paid air bill, and causing the envelope to be delivered to an agent for Overnight delivery.
<input type="checkbox"/>	by causing to be transmitted by email the document(s) listed above to the addressee(s) at the email address(es) listed below.
<input type="checkbox"/>	by telefaxing a copy thereof to the following individual(s) at the following facsimile number(s):

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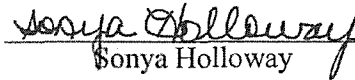
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18 I declare under penalty of perjury under the laws of the State of California that the  
19 foregoing is true and correct. I declare that I am employed in the office of a member of the bar  
20 of this court at whose direction the service was made.

21 Dated this 10th day of June, 2013 at Palo Alto, California.

22  
23  
24  
25  
26  
27  
28  
  
Sonya Holloway